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301-253-6040

RECORDATION NO. 18678 FILED 1425

JAN 31 1994 - 9 35 AM

INTERSTATE COMMERCE COMMISSION

January 31, 1994

Ms. Mildred Lee
Recordations Unit
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Ms. Lee:

Enclosed is a Memorandum of Lease dated 12/31/93 between the following parties:

Agent/Lessor: Interail, Inc.
One Foxfield Square, #200
St. Charles, IL 60174

Lessee: Illinois Central Railroad Co.
Chicago, IL

The equipment involved in this transaction includes:

Equipment: 104, Used Covered Hoppers
IC 769550-769654

Please file this agreement as a primary document. The filing fee of \$18 is enclosed. Thank you for your assistance.

Sincerely,

Mary Ann Oster

Mary Ann Oster
Research Consultant

Enclosures

Mary Ann Oster

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MEMORANDUM OF LEASE INTERSTATE COMMERCE COMMISSION

This Memorandum of Lease is intended to evidence the Lease Agreement dated as of September 15, 1993 ("Lease") between Interail, Inc., a Kansas corporation, acting as agent for the owners identified in Exhibit A hereto ("Interail") and Illinois Central Railroad Company, a Delaware corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under 49 U.S.C. § 11303. Interail, acting for the owners described in Exhibit A, has the right to lease the railroad rolling stock more fully described on Exhibit A hereto (the "Units"). The Lessee leased all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Interail and the Lessee, each pursuant to authority, have executed this Memorandum of Lease as of the 31 day of December, 1993.

**ILLINOIS CENTRAL
RAILROAD COMPANY**

INTERAIL, INC.

BY: [Signature]

BY: [Signature]
Vice President, Sales

STATE OF Illinois)

SS:

COUNTY OF Kane)

On this 31st day of December, 1993, before me personally appeared Richard C. Meyers, to me personally known, who, being by me duly sworn, says that he is Vice President - Sales of INTERAIL, INC., and that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors. Further, he acknowledged that the execution of the foregoing Memorandum of Agency Agreement and Interest was the free act and deed of said corporation.



[Notarial Seal]

Kathleen Kregul
Notary Public

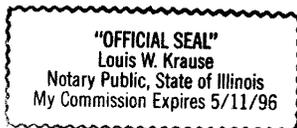
My commission expires: 4/5/94

STATE OF Illinois)

SS:

COUNTY OF COOK)

On this 31st day of DECEMBER, 1993, before me personally appeared MR. J. D. MCPHERSON, to me personally known, who, being by me duly sworn, says that he is VIC. PRESIDENT - OPERATIONS of ILLINOIS CENTRAL RAILROAD COMPANY, and that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors. Further, he acknowledged that the execution of the foregoing Memorandum of Agency Agreement and Interest was the free act and deed of said corporation.



[Notarial Seal]

Louis W. Krause
Notary Public

My commission expires: 5/11/96

EXHIBIT AOWNER - C. K. INDUSTRIES, INC."RAILCARS"

88 used covered hopper cars, thrall built, 1979,
100-ton, 4750 cu. ft.

CURRENT
REPORTING MARKS

GNWR 301290	GNWR 301401
GNWR 301291	GNWR 301402
GNWR 301292	GNWR 301405
GNWR 301294	GNWR 301407
GNWR 301295	GNWR 301408
GNWR 301299	GNWR 301409
GNWR 301300	GNWR 301412
GNWR 301301	GNWR 301413
GNWR 301302	GNWR 301415
GNWR 301303	GNWR 301417
GNWR 301304	GNWR 301418
GNWR 301305	GNWR 301419
GNWR 301306	GNWR 301424
GNWR 301308	GNWR 301425
GNWR 301312	GNWR 301427
GNWR 301313	GNWR 301428
GNWR 301314	GNWR 301432
GNWR 301315	GNWR 301433
GNWR 301317	GNWR 301435
GNWR 301320	GNWR 301438
GNWR 301321	GNWR 301439
GNWR 301324	GNWR 301440
GNWR 301326	GNWR 301441
GNWR 301327	GNWR 301445
GNWR 301329	GNWR 301446
GNWR 301332	GNWR 301448
GNWR 301337	GNWR 301449
GNWR 301338	GNWR 301450
GNWR 301339	GNWR 301452
GNWR 301342	GNWR 301454
GNWR 301343	GNWR 301457
GNWR 301346	GNWR 301459
GNWR 301349	GNWR 301460
GNWR 301350	GNWR 301461
GNWR 301354	GNWR 301463
GNWR 301356	GNWR 301465
GNWR 301357	GNWR 301466
GNWR 301361	GNWR 301467
GNWR 301363	GNWR 301468
GNWR 301366	GNWR 301469
GNWR 301367	GNWR 301470
GNWR 301371	GNWR 301476
GNWR 301374	GNWR 301477
GNWR 301379	GNWR 301478

TO BE REMARKED WITH 88 NUMBERS FROM THE
FOLLOWING SERIES:

IC 769550 - 769654

EXHIBIT A

OWNER - FLORAIL, INC.

"RAILCARS"

16 used covered hopper cars, thrall built, 1979,
100-ton, 4750 cu. ft.

CURRENT

REPORTING MARKS

GNWR 301380	GNWR 301481
GNWR 301381	GNWR 301482
GNWR 301387	GNWR 301484
GNWR 301388	GNWR 301486
GNWR 301390	GNWR 301490
GNWR 301392	GNWR 301492
GNWR 301396	GNWR 301493
GNWR 301397	GNWR 301498

TO BE REMARKED WITH 16 NUMBERS FROM THE FOLLOWING SERIES:

IC 769550 - 769654