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NEW JERSEY

• 19096  
RECORDATION NO. \_\_\_\_\_ FILED 1994

DEC 16 1994 -11 25 AM

December 15, 1994

INTERSTATE COMMERCE COMMISSION

• 19096-A  
RECORDATION NO. \_\_\_\_\_ FILED 1994

Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

DEC 16 1994 -11 25 AM

INTERSTATE COMMERCE COMMISSION

Dear Mr. Secretary:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) executed originals of a Memorandum of Lease Agreement dated as of December 14, 1994, between Bethlehem Steel Corporation and General Electric Capital Corporation, for Itself and as Agent for Certain Participants; together with two (2) executed originals of an Assignment of Memorandum of Lease Agreement dated as of December 14, 1994, between General Electric Capital Corporation, for Itself and as Agent for Certain Participants, and The First National Bank of Maryland. The Memorandum of Lease Agreement is a primary document as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed document are:

Lessee: Bethlehem Steel Corporation  
Martin Tower  
1170 Eighth Avenue  
Bethlehem, Pennsylvania 18016

Lessor/Assignor: General Electric Capital Corporation,  
for Itself and as Agent for Certain Participants  
303 International Circle  
Suite 300  
Hunt Valley, Maryland 21031

Assignee: The First National Bank of Maryland  
25 South Charles Street  
Baltimore, Maryland 21203

OBER, KALER, GRIMES & SHRIVER

Secretary  
Interstate Commerce Commission  
December 15, 1994  
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The equipment covered by the Memorandum of Lease Agreement consists of two hundred ten (210) 1992 Bethgon Coalporter cars with extended sides, bearing identifying marks BSCX 3000 through 3104 and 3245 through 3349.

Enclosed is a check in the amount of \$21.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return a filed-stamped copy of the enclosed document to Alan J. Mogol, Esquire, Ober, Kaler, Grimes & Shriver, 120 East Baltimore Street, Baltimore, Maryland 21202-1643.

A short summary of the enclosed primary document to appear in the Commission's Index is:

Memorandum of Lease Agreement dated as of December 14, 1994, between The First National Bank of Maryland, as Assignee from General Electric Capital Corporation, for Itself and as Agent for Certain Participants, Lessor, and Bethlehem Steel Corporation, Lessee, covering two hundred ten (210) Bethgon Coalporter cars with extended sides, bearing BSCX marks and numbers.

Sincerely yours,

  
Alan J. Mogol

AJM:lh  
Enclosure

19096

RECORDATION NO. FILED 1994

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INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASE AGREEMENT

dated as of December 14, 1994

between

BETHLEHEM STEEL CORPORATION,

as Lessee

and

GENERAL ELECTRIC CAPITAL CORPORATION,  
FOR ITSELF AND AS AGENT FOR CERTAIN PARTICIPANTS,

as Lessor

FILED WITH THE INTERSTATE COMMERCE COMMISSION  
PURSUANT TO 49 U.S.C. § 11303 11:36  
ON DECEMBER 16, 1994 AT ~~11:35~~ A.M.,  
RECORDATION NUMBER 01004590060.

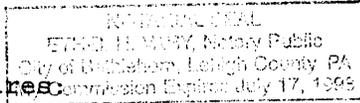


CORPORATION, that said instrument was signed on December 14, 1994, on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*E. the H. Vary*  
Notary Public

[Notarial Seal]

My commission expires:



STATE OF MARYLAND )  
 ) ss:  
COUNTY OF BALTIMORE )

On this 14<sup>th</sup> day of December, 1994, before me personally appeared *Daniel W. Cochran*, to me personally known, who, being by me duly sworn, says that he/she is the *Transaction Syndicator* of GENERAL ELECTRIC CAPITAL CORPORATION, that said instrument was signed on December \_\_, 1994, on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Barbara Bennett*  
Notary Public

[Notarial Seal]

My commission expires: *July 1, 1996*