

REED SMITH SHAW & McCLAY

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RECORDATION NO. 18920 FILED 1423

JUL 28 1994 - 5 00 PM

July 28, 1994

INTERSTATE COMMERCE COMMISSION

Dear Mr. Strickland:

On behalf of Mellon Financial Services Corporation #3, I submit for filing and recording under 49 U.S.C. Section 11303(a) and regulations promulgated thereunder, an executed, not previously recorded document entitled Memorandum of Lease dated as of July 28, 1994.

The parties to the enclosed Memorandum of Lease are:

Mellon Financial Services Corporation #3 - Lessor
4444 One Mellon Bank Center
Pittsburgh, PA 15258

Chicago Freight Car Leasing Co. - Lessee
One O'Hare Center
6250 North River Road, Suite 5010
Rosemont, IL 60018

The said Memorandum of Lease covers the leasing of those certain One Hundred Fifty (150) covered hopper cars as identified therein.

The units of equipment covered by the Memorandum of Lease are those covered hopper cars identified therein, namely, CRDX 9605-9754.

A short summary of the document to appear in the ICC Index is as follows:

"Lease of 150 covered hopper cars, CRDX numbers."

Enclosed is \$18.00 cash in payment of the filing fee in this matter.

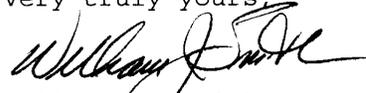
Once the filing has been made, please return to us the stamped counterpart of the Memorandum of Lease not needed for your files, together with the fee receipt, the letter from the ICC

REED SMITH SHAW & MCGCLAY

-2-

acknowledging the filing, and the extra copy of this letter of transmittal.

Very truly yours,



William J. Smith
Attorney for the purpose of
this filing for Mellon
Financial Services
Corporation #3

Honorable Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Enclosures

BY HAND

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

JULY 14, 1994

JOHN A. STAFFORT, ESQUIRE
MILES & STOCKBRIDGE
10 LIGHT STREET - 9TH FLOOR
BALTIMORE MARYLAND 21202

Dear MR. STAFFORT:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/13/94 at 2:10PM, and assigned recordation number(s) 11 18896

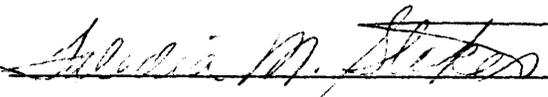
Sincerely yours,

Sidney L. Strickland, Jr.
Secretary

Enclosure(s)

\$ 18.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one stamped on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

JULY 28, 1994

WILLIAM HAMILTON
REED SMITH SHAW & McCLAY
1200 18th ST., NW
WASHINGTON DC

Dear MR. HAMILTON:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/28/94 at 5:00PM, and assigned recordation number(s) 18920.

Sincerely yours,

Sidney L. Strickland, Jr.
Secretary

Enclosure(s)

\$ 18.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one stamped on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

Saledia M. Stokes

0100325027

MEMORANDUM OF EQUIPMENT LEASE

This Memorandum of Equipment Lease is intended to evidence the Master Lease Agreement, dated as of June 15, 1994, and Equipment Lease Schedule No. 1, dated July 29, 1994 (together, the "Lease"), between Mellon Financial Services Corporation #1, a Pennsylvania corporation, having its principal office at One Mellon Bank Center, Suite 4444, Pittsburgh, PA 15258 ("Lessor") and Chicago Freight Car Leasing Company, a Delaware corporation, having its principal office at One O'Hare Center, 6250 N. Riverside Road, Suite 5010, Rosemont, IL 60018 ("Lessee") for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 11303 of Title 49 of the United States Code. Lessor is the owner of the railway covered hopper cars more fully described in Schedule 1 hereto (the "Equipment"). Lessee has leased from Lessor the Equipment at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due authority, have executed this Memorandum of Lease as of July 29, 1994.

18920
REGISTRATION NO. _____
JUL 28 1994 3 00 PM
Mellon Financial Services Corporation

Lessor:

**MELLON FINANCIAL SERVICES
CORPORATION #3**

By: William B. McNulty, Jr.
William B. McNulty, Jr.
Vice President

Lessee:

**CHICAGO FREIGHT CAR LEASING
COMPANY**

By: Fred R. Sasser
Fred R. Sasser
President

APPROVED 7-28-94
INITIALS IT
NUMBER 071438

State of Illinois)
) S.S
County of Cook)

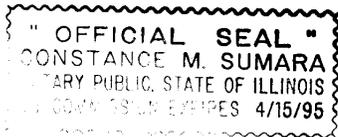
On this 20th day of July 1994, before me personally appeared Fred R. Sasser, to me personally known, who being by me duly sworn, says that he is the President of Chicago Freight Car Leasing Company, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Constance M. Sumara
NOTARY PUBLIC

My Commission Expires:

4/15/95

[Notarial Seal]



State of Illinois)
) S.S
County of Cook)

On this 26th day of July 1994, before me personally appeared William B. McNulty, to me personally known, who being by me duly sworn, says that he is a Vice President of Mellon Financial Services Corporation #3, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Monica R. Herrmann
NOTARY PUBLIC

My Commission Expires:

July 17, 1996

[Notarial Seal]



Schedule 1

The Equipment

Equipment Description

One Hundred Fifty (150) 3,000
cubic foot, gravity type outlet
circular hatch and hatch covers,
welded covered hopper cars built
by Thrall Car Manufacturing Company
in 1994.

Equipment Numbers

CRDX 9605-9754 inclusive