

LAW OFFICES

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ROSS & HARDIES

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

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150 NORTH MICHIGAN AVENUE
CHICAGO, ILLINOIS 60601-7567

312-558-1000

PARK AVENUE TOWER
65 EAST 55TH STREET
NEW YORK, NEW YORK 10022-3219
212-421-5555

580 HOWARD AVENUE
SOMERSET, NEW JERSEY 08873
908-563-2700

888 SIXTEENTH STREET, N.W.
WASHINGTON, D.C. 20006-4103
202-296-8600

October 6, 1994

Via Federal Express

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Room 2303
12th Street and Constitution Avenues
Washington, D.C. 20423

LICENSING DIVISION
OCT 13 25 PM '94

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 48 U.S.C. Section 11303(a) are three original executed copies and one photostatic copies of a Memorandum of Lease Agreement, dated as of September 27, 1994, a primary document as defined in the Commissioner's Rules for the Recordation of Documents. The Memorandum of Lease is with respect to that certain Lease Agreement between MRXX Corp. and Illinois Central Railroad Company dated as of March 31, 1994.

The names and addresses of the parties to the enclosed Memorandum of Lease Agreement are:

Lessor: MRXX Corp.
55 Ferncroft Road
Suite 110
Danvers, Massachusetts 01923

Lessee: Illinois Central Railroad Company
455 North Cityfront Plaza Drive
Chicago, Illinois 60611-5504

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Mr. Sidney L. Strickland, Jr.
October 6, 1994
Page 2

A description of the railroad equipment covered by the enclosed document is set forth in the Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$18.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return two stamped original copies and the stamped photostatic copy of the enclosed document and the stamped photostatic copy of this letter to Susan F. Lifvendahl at Ross & Hardies, 150 North Michigan Avenue, Suite 2500, Chicago, Illinois 60601.

Following is a short summary of the enclosed document:

Document to be Recorded

Memorandum of Lease Agreement dated as of September 27, 1994 between MRXX Corp., Lessor, and Illinois Central Railroad Company, Lessee, with respect to that certain Lease Agreement dated as of March 31, 1994, covering 189 70-ton boxcars and up to an additional 62 70-ton boxcars.

Very truly yours,


Susan F. Lifvendahl

SFL:ej
w/encl.

cc: Robert W. Kleinman
Susan G. Lichtenfeld

Interstate Commerce Commission
Washington, D.C. 20423

10/11/94

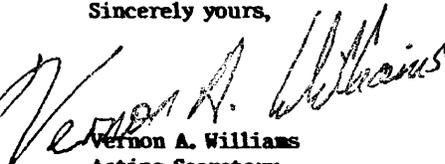
OFFICE OF THE SECRETARY

Susan F. Lifvendahl
Ross & Hardies
50 North Michigan Avenue
Chicago, Illinois 60601-7567

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/7/94 at 3:30PM, and assigned recordation number(s) 19015.

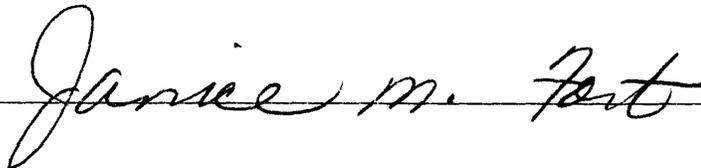
Sincerely yours,


Vernon A. Williams
Acting 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 typed 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



19015

MEMORANDUM OF LEASE AGREEMENT

This Memorandum of Lease Agreement is made and entered into as of the 27th day of September, 1994, by and between MRXX Corp. (hereinafter referred to as "Lessor") and Illinois Central Railroad Company (hereinafter referred to as "Lessee"), respecting that certain Lease Agreement dated as of March 31, 1994 (the "Lease") between Lessor and Lessee.

Pursuant to the provisions of the Lease, the Lessor and Lessee hereby acknowledge and affirm that:

1. For good and valuable consideration, Lessor is leasing to Lessee and Lessee is leasing from Lessor the 70-ton boxcars described on Schedule A and Schedule B hereto (the "Railcars"). The Railcars bear the railroad reporting marks set forth on Schedule A and Schedule B hereto.

2. The term of the Lease for any Railcar listed on Schedule A shall commence on April 1, 1994 and the term of the Lease for any Railcar listed on Schedule B shall commence on the date of delivery of such Railcar to Lessee in accordance with the provision of Section 2 of the Lease, and the terms for all of the Railcars listed on Schedule A and Schedule B shall terminate on December 31, 1999, unless extended by agreement of the Lessor and Lessee.

3. Lessor and Lessee further acknowledge and affirm that this Memorandum of Lease Agreement is not a summary of the Lease nor a complete recitation of the terms and provisions thereof. Accordingly, Lessor and Lessee hereby agree that in the event of a conflict between this Memorandum of Lease Agreement and the provisions of the Lease, the provisions of the Lease shall control.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Memorandum of Lease Agreement to be duly executed in its corporate name by its officers, thereunto duly authorized, all as of the date first above written and each of the undersigned signatories declares pursuant to 28 U.S.C. § 1746 under penalty of perjury under the

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laws of the United States of America that the foregoing is a true and correct document and was executed and delivered as of the date first above written.

MRXX CORP.

By: 
Name:
Title:

ILLINOIS CENTRAL RAILROAD COMPANY

By: 
Name:
Title:

COMMONWEALTH
STATE OF MASSACHUSETTS)
)
COUNTY OF ESSEX)

On this 4th day of October, 1994, before me personally appeared William Evans, to me personally known who, being by me duly sworn, says that he is President of MRXX CORP., that one of the seals affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed 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.

Christine P. Nichols
Notary Public

[Notary Seal]

My Commission Expires 2/6/98

STATE OF ILLINOIS)
)
COUNTY OF COOK)

On this 30th day of September, 1994, before me personally appeared J. D. McPherson, to me personally known who, being by me duly sworn, says that he is Senior Vice-President Operations of ILLINOIS CENTRAL RAILWAY COMPANY, that one of the seals affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed 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.

" OFFICIAL SEAL "
JUDY C TERRAZINO
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXP: 10/6/95

[Notary Seal]

Judy C Terrazino
Notary Public

My Commission Expires 10/6/95

SCHEDULE A
TO LEASE AGREEMENT

189 70-TON BOXCARS

ORIGINAL
CAR MARKS/NUMBERS

ICG 531308
ICG 531309
ICG 531311
ICG 531312
ICG 531316
ICG 531320
ICG 531322
ICG 531328
ICG 531335
ICG 531337
ICG 531339
ICG 531341
ICG 531348
ICG 531352
ICG 531355
ICG 531373
ICG 531375
ICG 531377
ICG 531386
ICG 531389
ICG 531391
ICG 531392
ICG 531395
ICG 531396
ICG 531397
ICG 531399
ICG 531402
ICG 531403
ICG 531421
ICG 531426
ICG 531427
ICG 531429
ICG 531442
ICG 531471
ICG 531472
ICG 531474
ICG 531478
ICG 531491
ICG 531498
ICG 531499
ICG 531505

ORIGINAL
CAR MARKS/NUMBERS

ICG 531509
ICG 531512
ICG 531513
ICG 531517
ICG 531518
ICG 531520
ICG 531526
ICG 531528
ICG 531548
ICG 531552
ICG 531558
ICG 531566
ICG 531568
ICG 531569
ICG 531589
ICG 531591
ICG 531596
ICG 531598
ICG 531601
ICG 531612
ICG 531618
ICG 531621
ICG 531625
ICG 531630
ICG 531631
ICG 531634
ICG 531641
ICG 531642
ICG 531645
ICG 531646
ICG 531653
ICG 531655
ICG 531657
ICG 531658
ICG 531660
ICG 531661
ICG 531663
ICG 531668
ICG 531670
ICG 531679
ICG 531680

SCHEDULE A
TO LEASE AGREEMENT

189 70-TON BOXCARS

ORIGINAL
CAR MARKS/NUMBERS

ICG 531684
ICG 531687
ICG 531688
ICG 531690
ICG 531692
ICG 531693
ICG 531694
ICG 531695
ICG 531699
ICG 531701
ICG 531702
ICG 531704
ICG 531705
ICG 531708
ICG 531709
ICG 531712
ICG 531713
ICG 531719
ICG 531732
ICG 531743
ICG 531752
ICG 531753
ICG 531754
ICG 531755
ICG 531757
ICG 531759
ICG 531768
ICG 531770
ICG 531772
ICG 531774
ICG 531775
ICG 531776
ICG 531781
ICG 531782
ICG 531785
ICG 531787
ICG 531791
ICG 531793
ICG 531794
ICG 531795
ICG 531797

ORIGINAL
CAR MARKS/NUMBERS

ICG 531900
ICG 531912
ICG 531914
ICG 531919
ICG 531930
ICG 531939
ICG 531942
ICG 531949
ICG 531952
ICG 531953
ICG 531958
ICG 531959
ICG 531971
ICG 531974
ICG 531987
ICG 531988
ICG 531991
ICG 531997
ICG 532003
ICG 532010
ICG 532014
ICG 532017
ICG 532018
ICG 532021
ICG 532022
ICG 532025
ICG 532028
ICG 532029
ICG 532033
ICG 532060
ICG 532061
ICG 532062
ICG 532066
ICG 532069
ICG 532073
ICG 532082
ICG 532085
ICG 532088
ICG 532090
ICG 532091
ICG 532094

SCHEDULE A
TO LEASE AGREEMENT

189 20-TON BOXCARS

ORIGINAL
CAR MARKS/NUMBERS

ICG 532098
ICG 532102
ICG 532104
ICG 532112
ICG 532115
ICG 532121
ICG 532128
ICG 532129
ICG 532131
ICG 532134
ICG 532135
ICG 532137
ICG 532143
ICG 532145
ICG 532150
ICG 532152
ICG 532153
ICG 532155
ICG 532156
ICG 532157
ICG 532159
ICG 532160
ICG 532161
ICG 532164
ICG 532165

ORIGINAL
CAR MARKS/NUMBERS

TOTAL EQUIPMENT ON LEASE TO ICG: 189

SCHEDULE B
TO LEASE AGREEMENT
62 70-TON BOXCARS

ORIGINAL
CAR MARKS/NUMBERS

CAGY 7000
HS 7001
HS 7002
HS 7003
HS 7004
CAGY 7005
CAGY 7006
HS 7008
CAGY 7009
CAGY 7010
CAGY 7011
CAGY 7012
CAGY 7013
HS 7020
HS 7024
CAGY 7026
HS 7027
CAGY 7028
HS 7029
HS 7030
CAGY 7031
CAGY 7032
CAGY 7033
CAGY 7034
CAGY 7035
CAGY 7036
CAGY 7037
CAGY 7038
CAGY 7039
CAGY 7040
CAGY 7041
HS 7043
HS 7044
HS 7060
HS 7061
HS 7067
HS 7070
HS 7071
HS 7074
HS 7076
HS 7077

SCHEDULE B
TO LEASE AGREEMENT

50 TON BOXCARS

ORIGINAL
CAR MARKS/NUMBERS

HS	7078
HS	7079
HS	7080
HS	7082
CAGY	7083
CAGY	7084
HS	7090
HS	7093
HS	7095
HS	7098
HS	7101
HS	7120
HS	7121
HS	7136
HS	7137
HS	7138
HS	7139
HS	7145
HS	7152
HS	7160
HS	7161

CARS TO BE DIRECTED TO ICG: 62

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CARS MARKED CAGY TO ICG: 23

CARS MARKED HS TO ICG: 39
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