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ELIAS C. ALVORD (1942)
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RECORDATION NO. **19163-A** FILED 1425

JAN 10 1995 -11 55 AM

INTERSTATE COMMERCE COMMISSION
OF COUNSEL
URBAN A. LESTER

January 10, 1995

RECORDATION NO. **19163** FILED 1425

JAN 10 1995 -11 55 AM

INTERSTATE COMMERCE COMMISSION

Kim Bentman

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are four (4) copies of a Memorandum of Lease Agreement, dated as of December 27, 1994, a primary document and two copies of a Bill of Sale, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

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

Memorandum of Lease

Lessor: BA Leasing & Capital Corporation
Four Embarcadero Center
San Francisco, California 94111

Lessee: Arizona & California Railroad Company Limited Partnership
1470 Railroad Avenue
St. Helena, California 94574

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Bill of Sale

Seller: Conditional Rail Corporation
Six Penn Center Plaza
Philadelphia, Pennsylvania 19103-2959

Buyer: BA Leasing & Capital Corporation
Four Embarcadero Center
San Francisco, California 94111

A description of the railroad equipment covered by the enclosed document is:
two (2) locomotives under the Lease (CR 2262 and CR 2339) of which one is covered
by the Bill of Sale (ACR 3501 formerly CR 2262)

Also enclosed is a check in the amount of \$42.00 payable to the order of the
Interstate Commerce Commission covering the required recordation fee.

Kindly return three stamped copies of the enclosed document to the
undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

JANUARY 10, 1995

ROBERT W. ALVORD
ALVORD & ALVORD
918 16th ST. NW SUITE 200
WASHINGTON DC 20006-2973

Dear MR. ALVORD:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/10/95 at 11:55AM, and assigned recordation number(s). 19163, 19163-A, 11036-d,E,F.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

105.00

\$_____ 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

Taledia M. Stokes

State of CALIFORNIA)
County of SAN FRANCISCO) SS.

BEFORE ME, the undersigned notary, on this day personally appeared DAVID C. PARKINSON to me personally known who, being by me duly sworn, says that he/she is a PRESIDENT of Arizona & California Railroad Company Limited Partnership ("Partnership"), that the above Lease Agreement ("Lease") was signed on behalf of the said Partnership and he/she acknowledged that the execution of the foregoing Lease was the free act and deed of the said Partnership.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 27th day of DECEMBER, 1994.

Yvette Montalvo
NOTARY PUBLIC

My Commission Expires:



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State of CALIFORNIA)
County of SAN FRANCISCO) SS.

BEFORE ME, the undersigned notary, on this day personally appeared ALBERT Z. PORONA to me personally known who, being by me duly sworn, says that he/she is a VICE PRESIDENT of BA Leasing & Capital Corporation ("Company"), that the above Lease Agreement ("Lease") was signed on behalf of the said Company by authority of its Board of Directors and he/she acknowledged that the execution of the foregoing Lease was the free act and deed of the said Company.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 27th day of DECEMBER, 1994.

Yvette Montalvo
NOTARY PUBLIC

My Commission Expires:

