

0100608044

REED SMITH SHAW & McCLAY

435 SIXTH AVENUE

PITTSBURGH, PA 15219-1886

MAILING ADDRESS:
P.O. BOX 2009
PITTSBURGH, PA 15230-2009
FACSIMILE
412-288-3063
TELEX 277871 (RCA)

WASHINGTON, DC
PHILADELPHIA, PA
HARRISBURG, PA
McLEAN, VA
PRINCETON, NJ

412-288-3131
19377

REGISTRATION NO. FILED 1425

WRITER'S DIRECT DIAL NUMBER
412-288-3306

APR 27 1995 12 02 PM

April 28, 1995

UNITED STATES COURTS OF PENNSYLVANIA

Dear Mr. Strickland:

On behalf of First Security Bank of Utah, N.A., 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 April 27, 1995.

The parties to the enclosed Memorandum of Lease are:

First Security Bank of Utah, N.A. - Lessor
79 South Main Street
Salt Lake City, UT 84111

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

The units of equipment covered by the Memorandum of Lease are those covered hopper cars identified therein.

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

"Lease of 194 covered hopper cars, CRDX numbers."

Enclosed is ~~\$18.00~~ ^{\$21.00} 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

Clinton Mate
Clinton Mate

APR 27 12 02 PM '95
LIBRARY OF CONGRESS

REED SMITH SHAW & McCLAY

-2-

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

Very truly yours,

A handwritten signature in cursive script, appearing to read "William J. Smith".

William J. Smith, Esq.
Attorney for the purpose of
this filing for First Security
Bank of Utah, N.A.

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

Enclosures

BY HAND



Interstate Commerce Commission
Washington, D.C. 20423-0001

4/27/95

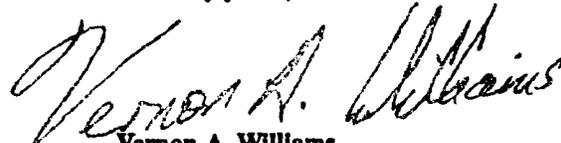
Office Of The Secretary

William J. Smith, Esq.
Reed Smith Shaw & McClay
435 Sixth Avenue
Pittsburgh, PA. 15219-1886

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 4/27/95 at 12:05PM, and assigned recordation number(s). 19377.

Sincerely yours,

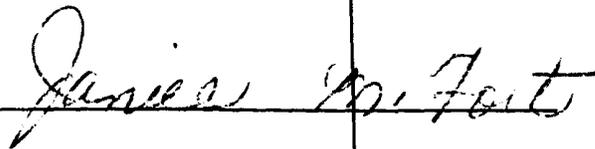

Vernon A. Williams
Secretary

Enclosure(s)

(0100608044)

\$ _____ 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



RECORDING NO. 19377
FILED 1400
APR 27 1995 - 12 05 PM

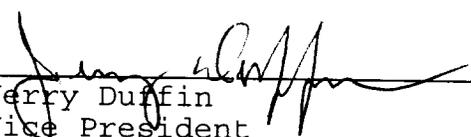
MEMORANDUM OF EQUIPMENT LEASE

This Memorandum of Equipment Lease is intended to evidence the Master Lease Agreement, dated as of April 17, 1995, and Equipment Lease Schedule No. 1, dated April 27, 1995 (together, the "**Lease**"), between First Security Bank of Utah, N.A., a national banking association, having its principal office at 79 South Main Street, Salt Lake City, UT 84111 ("**Lessor**") and Chicago Freight Car Leasing Co., a Delaware corporation, having its principal office at One O'Hare Center, 6250 N. River 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 April 27, 1995.

Lessor:

FIRST SECURITY BANK OF UTAH, N.A.

By: 
Jerry Duffin
Vice President

Lessee:

CHICAGO FREIGHT CAR LEASING CO.

By: _____
Fred R. Sasser
President

State of Utah)
County of Salt Lake) S.S

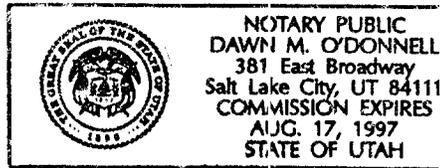
On this 26th day of April 1995, before me personally appeared Jerry Duffin, to me personally known, who being by me duly sworn, says that he is a Vice President of First Security Bank of Utah, N.A., that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Dawn M. O'Donnell
NOTARY PUBLIC

My Commission Expires:

August 17, 1997

[Notarial Seal]



MEMORANDUM OF EQUIPMENT LEASE

This Memorandum of Equipment Lease is intended to evidence the Master Lease Agreement, dated as of April 17, 1995, and Equipment Lease Schedule No. 1, dated April 27, 1995 (together, the "**Lease**"), between First Security Bank of Utah, N.A., a national banking association, having its principal office at 79 South Main Street, Salt Lake City, UT 84111 ("**Lessor**") and Chicago Freight Car Leasing Co., a Delaware corporation, having its principal office at One O'Hare Center, 6250 N. River 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 April 27, 1995.

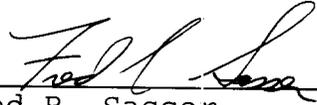
Lessor:

FIRST SECURITY BANK OF UTAH, N.A.

By: _____
Jerry Duffin
Vice President

Lessee:

CHICAGO FREIGHT CAR LEASING CO.

By:  _____
Fred R. Sasser
President

State of Illinois

S.S

County of Cook

On this 27th day of April 1995, 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 Co., 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:

4/15/99

[Notarial Seal]



The Equipment

Equipment Description

Equipment Numbers

One Hundred (100) 3,000 cubic foot, gravity type outlet circular hatch and hatch covers, welded covered hopper cars built by Thrall Car Manufacturing Company in 1995.

CRDX 20000-20099 inclusive

Thirty five (35) 4,750 cubic foot covered triple hopper cars with food grade line, gates and hatches, built by Trinity Industries, Inc. in 1995.

CRDX 8915, 8916, 8919, 8920, 8922-8940, 8943, 8948, 8949, 8955, 8957, 8962, 8966, 8968-8971, and 8974 inclusive

Fifty nine (59) 5,125 cubic foot covered pressure differential hopper cars manufactured by Trinity Industries, Inc. in 1995.

CRDX 11196-11254 inclusive