

**DONELAN, CLEARY, WOOD & MASER, P.C.**

ATTORNEYS AND COUNSELORS AT LAW

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WASHINGTON, D.C. 20005-3934

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January 2, 1996

Via Hand Delivery

Secretary  
Surface Transportation Board  
Washington, D.C. 20423

19863 FILED 1025  
JAN 2 1996 11:00 AM  
FEDERAL TRADE COMMISSION

Dear Sir:

Enclosed for recordation, under the provisions of 49 U.S.C. §11301(a) and the regulations promulgated thereunder, are executed counterparts of a Memorandum of Equipment Leasing Agreement, dated as of January 2, 1996, between First Security Bank of Utah, N.A., not in its individual capacity, but solely as Owner Trustee ("Lessor") and AlliedSignal Inc. ("Lessee"), a primary document not previously recorded.

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

LESSOR	First Security Bank of Utah, N.A., as Owner Trustee 79 South Main Street Third Floor Salt Lake City, Utah 84111
LESSEE	AlliedSignal Inc. 101 Columbia Road Morristown, New Jersey 07962

A general description of the railroad equipment covered by the enclosed document is as follows: one hundred forty-one (141) 13,500-gallon coil-insulated Molten Sulfur Tank Cars, manufactured by Trinity Industries, Inc., bearing identification marks and numbers: AFPX 413213 through AFPX 413357, inclusive, but excluding 413234, 413257, 413294, and 413322. The Lessor and the Lessee are entering into that certain Equipment Leasing Agreement, dated as of January 2, 1996, and supplements thereto, covering the aforesaid railroad equipment. The parties wish to show for the public record the ownership of the said railroad equipment by the Lessor and the leasehold interest in the said railroad equipment of the Lessee, and accordingly have caused this Memorandum of Equipment Leasing Agreement to be executed and recorded with the Board.

Enclosed is a check in the amount of \$21.00 for the required recording fee.

A short summary of the document to appear in the index follows:

"Memorandum of Equipment Leasing Agreement, dated as of January 2, 1996, between First Security Bank of Utah, N.A., not in its individual capacity, but solely as Owner Trustee, as Lessor, and AlliedSignal Inc., as Lessee, covering 141 13,500-gallon coil insulated Molten Sulfur Tank Cars bearing identification marks and numbers AFPX 413213 through AFPX 413357, inclusive, but excluding 413234, 413257, 413294, and 413322."

*Counterparts - For Maser*



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

1/2/96

Office Of The Secretary

John K. Maser III  
Donelan, Cleary, Wood & Maser, PC  
1100 New York Avenue, NW., Ste. 750  
Washington, DC., 20005-3934

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 1/2/96 at 11:25AM, and assigned recordation number(s). 19863.

Sincerely yours,

Vernon A. Williams  
Secretary

Enclosure(s)

\$ 21.00 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

**MEMORANDUM OF  
EQUIPMENT LEASING AGREEMENT**

19863

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NOV 2 1995 - 11:05 AM

COMMERCE COMMISSION

MEMORANDUM OF EQUIPMENT LEASING AGREEMENT dated as of January 2, 1996, between First Security Bank of Utah, N.A., a national banking association, not in its individual capacity, but solely as Owner Trustee, having a place of business at 79 South Main Street, Salt Lake City, Utah 84111 (hereinafter referred to as "Lessor"), and AlliedSignal Inc., a Delaware corporation, having its principal place of business at 101 Columbia Road, Morristown, NJ 07962 (hereinafter referred to as "Lessee").

WHEREAS the Lessor and the Lessee are entering into that certain Equipment Leasing Agreement dated as of the date hereof and supplements thereto, covering one hundred forty-one (141) 13,500 gallon coil insulated Molten Sulfur Tank Cars Manufactured by Trinity Industries, Inc. in 1981 and bearing car numbers AFPX 413213 through AFPX 413357, inclusive, but excluding 413234, 413257, 413294 and 413322.

IN WITNESS WHEREOF, the parties wish to show for the public record the ownership of the said 141 railcars by the Lessor, and the leasehold interest in the said 141 railcars of the Lessee, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

**FIRST SECURITY BANK OF UTAH, N.A.**, not in its individual capacity, but solely as Owner Trustee (Lessor)

By:   
Title: Trust Officer

**ALLIEDSIGNAL INC.**  
(Lessee)

By: \_\_\_\_\_  
Title: \_\_\_\_\_

**MEMORANDUM OF  
EQUIPMENT LEASING AGREEMENT**

MEMORANDUM OF EQUIPMENT LEASING AGREEMENT dated as of January 2, 1996, between First Security Bank of Utah, N.A., a national banking association, not in its individual capacity, but solely as Owner Trustee, having a place of business at 79 South Main Street, Salt Lake City, Utah 84111 (hereinafter referred to as "Lessor"), and AlliedSignal Inc., a Delaware corporation, having its principal place of business at 101 Columbia Road, Morristown, NJ 07962 (hereinafter referred to as "Lessee").

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**FIRST SECURITY BANK OF UTAH, N.A.**, not in its individual capacity, but solely as Owner Trustee (Lessor)

By: \_\_\_\_\_  
Title: \_\_\_\_\_

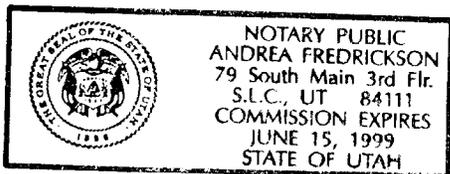
**ALLIEDSIGNAL INC.**  
(Lessee)

By: Tracy P. Matthei  
Title: Assistant Treasurer

STATE OF Utah )  
 )  
COUNTY OF Salt Lake ) ss:

On this 28<sup>th</sup> day of December, 1995, personally appeared before me, Brett R. King who being by me duly sworn, did say that (s)he is a Trust Officer of First Security Bank of Utah, N.A., a national banking association, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)



*Andrea Fredrickson*

Notary Public  
My Commission Expires:

STATE OF \_\_\_\_\_ )  
 )  
COUNTY OF \_\_\_\_\_ ) ss:

On this \_\_\_\_\_ day of December, 1995, personally appeared before me, \_\_\_\_\_ who being by me duly sworn, did say that (s)he is a \_\_\_\_\_ of AlliedSignal Inc., a Delaware corporation, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

\_\_\_\_\_  
Notary Public  
My Commission Expires:

STATE OF \_\_\_\_\_ )  
 )  
COUNTY OF \_\_\_\_\_ ) ss:

On this \_\_\_\_\_ day of December, 1995, personally appeared before me, \_\_\_\_\_ who being by me duly sworn, did say that (s)he is a \_\_\_\_\_ of First Security Bank of Utah, N.A., a national banking association, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

\_\_\_\_\_  
Notary Public  
My Commission Expires:

STATE OF New Jersey )  
 )  
COUNTY OF Morris ) ss:

On this 22<sup>nd</sup> day of December, 1995, personally appeared before me, Roger C. Matthews who being by me duly sworn, did say that (s)he is an Assistant Treasurer of AlliedSignal Inc., a Delaware corporation, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

  
\_\_\_\_\_  
Notary Public  
My Commission Expires:

SHEILA A. MCBRIDE  
NOTARY PUBLIC OF NEW JERSEY  
My Commission Expires 12/31/1995

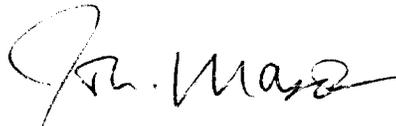
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DONELAN, CLEARY, WOOD & MASER, P.C.

Letter to the Secretary  
January 2, 1996  
Page 2

Once the filing has been made, please return to bearer the stamped counterparts not needed for your files, together with the fee receipt, the letter from the ICC acknowledging the filing, and the extra copies of this letter of transmittal.

Very truly yours,



John K. Maser III  
*Attorney for purposes of this filing for  
First Security Bank of Utah, N.A., not in  
its individual capacity, but solely as  
Owner Trustee, and AlliedSignal Inc.*

*Enclosures*

2970-001  
\*Memo Equip Leasing-1/2/96\*