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HAROLD R. BURROUGHS

(314) 259-2706

20038
April 30, 1996

VIA FEDERAL EXPRESS

Surface Transportation Board
Room 2311
12th and Constitution Avenue
Washington, D.C. 20423

Attention: Mr. Vernon Williams

Re: Boatmen's Equipment Finance, Inc./Illinois Central Railroad
Company/First Union Rail Corporation

Ladies and Gentlemen:

Enclosed with this letter is an original and a copy of each of the following documents:

1. Memorandum of Lease Agreement dated as of April 25, 1996 by and Boatmen's Equipment Finance, Inc. and Illinois Central Railroad Company; and
2. Memorandum of Replacement Lease Agreement dated as of April 25, 1996 by and between Boatmen's Equipment Finance, Inc. and First Union Rail Corporation.

Please arrange for recordation of the enclosed originals in the appropriate records of the Surface Transportation Board in the order set forth above. Please return a file-stamped copy of the enclosed documents in the enclosed self-addressed stamped envelope.

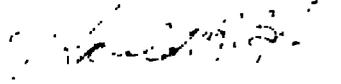
We have included a check in the amount of \$42.00 payable to the Surface Transportation Board in payment of the appropriate fee.

BRYAN CAVE LLP

**Surface Transportation Board
April 30, 1996
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Thank you for your attention to this matter.

Very truly yours,



Harold R. Burroughs

**HRB:smc
Enclosures**

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20427-0001

5/1/96

Harold R. Burroughs
Bryan Cave LLP
One Metropolitan Square, Ste. 3600
St. Louis, Missouri 63102-2750

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 5/1/96 at 11:20AM, and assigned recordation number(s). 20038 and 20038-A.

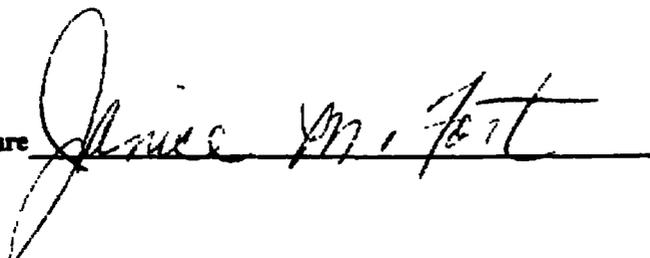
Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

\$ 42.00 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 REPLACEMENT LEASE AGREEMENT

Memorandum of Replacement Lease Agreement made and entered into as of April 25, 1996 by and between BOATMEN'S EQUIPMENT FINANCE, INC., a Missouri corporation ("Lessor"), and FIRST UNION RAIL CORPORATION, a North Carolina corporation ("Lessee").

A

WITNESSETH:

The undersigned have entered into that certain Replacement Lease Agreement, dated as of April 25, 1996 (the "Lease Agreement"), whereby the Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor certain 100-ton double trough covered coil gondolas bearing reporting marks as listed on Exhibit A attached hereto, effective as of the date first set forth hereinabove and subject to the term defined in said Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

**BOATMEN'S EQUIPMENT FINANCE,
INC.**

By: [Signature]
Name: E. Scott Jantho
Title: VP

Executed on this 30th day of April, 1996.

FIRST UNION RAIL CORPORATION

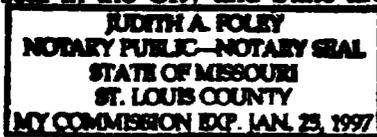
By: [Signature]
Name: JOHN J. THOMAS
Title: President

Executed on this 1st day of April, 1996

STATE OF MISSOURI)
) SS:
CITY OF ST. LOUIS)

On this 30th day of April, 1996, before me appeared E. Scott Jantho, to me personally known, who, being by me duly sworn, did say that he is the VP of BOATMEN'S EQUIPMENT FINANCE, INC., a corporation of the State of Missouri, and that said instrument was signed and sealed in behalf of said corporation, by authority of its Board of Directors, and said E. Scott Jantho acknowledged said instrument to be the free act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the City and State aforesaid, the day and year first above written.



Judith A. Foley
Notary Public

My Term Expires:

1-25-97

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this 24 day of April, 1996, before me appeared John J. Thomas, to me personally known, who, being by me duly sworn, did say that he is the President of FIRST UNION RAIL CORPORATION, a corporation of the State of North Carolina, and that said instrument was signed and sealed in behalf of said corporation, by authority of its Board of Directors, and said John J. Thomas acknowledged said instrument to be the free act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

Michelle Berg
Notary Public

My Term Expires:

7/18/98



EXHIBIT A

<u>EQUIPMENT</u>	<u>QUANTITY</u>	<u>REPORTING MARKS</u>
Thrall Car Manufacturing Company 100-ton double trough covered coil gondolas	65	IC 299631-IC 299695