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APR 23 '97

11-15 AM

ALVORD AND ALVORD

ATTORNEYS AT LAW

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

April 23, 1997

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are three (3) copies of a Memorandum of Lease Agreement, dated as of April 23, 1996, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement, also dated as of April 23, 1996, which was previously filed with the Board under Recordation Number 20044-C.

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

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

Lessee: Arizona & California Railroad Company  
Limited Partnership  
PO Box AF  
Parker, Arizona 85344

A description of the railroad equipment covered by the enclosed document is:

five (5) locomotives new marked ARZC 3001 through ARZC 3005  
(formerly OHCR 4201, 4217, 4220, 4236 and 4239)

Country Club  
Guthrie

APR 23 11 13 AM '97

RECEIVED  
SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams  
April 23, 1997  
Page 2

Also enclosed is a check in the amount of \$24.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

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

Very truly yours,

A handwritten signature in cursive script, appearing to read "Robert W. Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg  
Enclosures

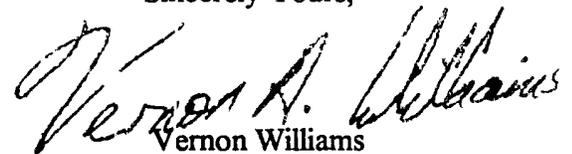
Surface Transportation Board  
Washington, D.C. 20423-0001

Date: 4/23/97  
Robert W. Alvord  
Alvord And Alvord  
918 Sixteenth St., NW., Ste. 200  
Washington, DC., 20006-2973

Dear: Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301  
and 49 CFR 1177.3 (c), on 4/23/97 at, 11:15AM and , and  
assigned recordation number(s) 20044-D, 20146-B and 20646-F.

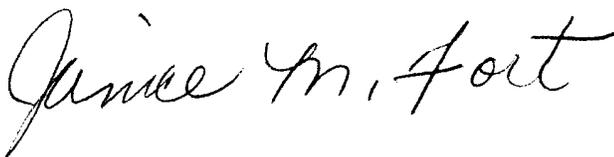
Sincerely Yours,

  
Vernon Williams  
Secretary

Enclosure(s)

\$ 72.00 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 acknowledgement 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 Surface Transportation  
Board has had an opportunity to examine your document.

Signature:





**CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT**

State of CALIFORNIA

County of SAN FRANCISCO

On 4-16-97 before me, YVETTE MONTALVO  
Date Name and Title of Officer (e.g., "Jane Doe, Notary Public")

personally appeared ALBERT NORONA  
Name(s) of Signer(s)

~~I~~ personally known to me - OR -  proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Yvette Montalvo  
Signature of Notary Public

**OPTIONAL**

*Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.*

**Description of Attached Document**

Title or Type of Document: \_\_\_\_\_

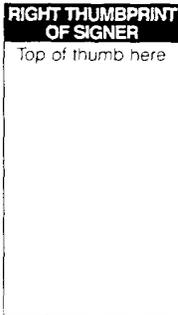
Document Date: \_\_\_\_\_ Number of Pages: \_\_\_\_\_

Signer(s) Other Than Named Above: \_\_\_\_\_

**Capacity(ies) Claimed by Signer(s)**

Signer's Name: \_\_\_\_\_

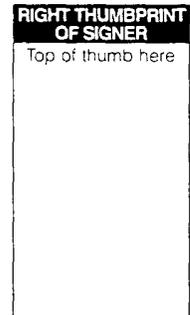
- Individual
- Corporate Officer  
Title(s): \_\_\_\_\_
- Partner —  Limited  General
- Attorney-in-Fact
- Trustee
- Guardian or Conservator
- Other: \_\_\_\_\_



Signer Is Representing:  
\_\_\_\_\_  
\_\_\_\_\_

Signer's Name: \_\_\_\_\_

- Individual
- Corporate Officer  
Title(s): \_\_\_\_\_
- Partner —  Limited  General
- Attorney-in-Fact
- Trustee
- Guardian or Conservator
- Other: \_\_\_\_\_



Signer Is Representing:  
\_\_\_\_\_  
\_\_\_\_\_