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ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

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

20006-2973

(202) 393-2266

FAX (202) 393-2156

17996 OF COUNSEL
URBAN A. LESTER
RECORDED & INDEXED
NOV 10 1992 - 1 00 PM

INTERSTATE COMMERCE COMMISSION

November 10, 1992

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

17996 A
RECORDED & INDEXED

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INTERSTATE COMMERCE COMMISSION

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NOTION OF RECORDING UNIT

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are one duly executed copy and one certified copy each of (1) a Memorandum of Lease dated as of August 5, 1992 and (2) a Memorandum of Assignment of Lease dated September 17, 1992, a primary and secondary document, respectively, 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 documents are:

Lessor/Assignor: TXL Capital Corporation
1767 Sentry Parkway West, Suite 240
Blue Bell, Pennsylvania 19422

Lessee: North Coast Railroad Authority
PO Box 2014
Eureka, California 95502

Assignees: John M. Ruse
107 South Spring Mill Road
Villanova, Pennsylvania 19085

Charles J. Wright
2 College View Road
Frazer, Pennsylvania 19355

John
C. Strickland

Mr. Sidney L. Strickland, Jr.
November 10, 1992
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A description of the railroad equipment covered by the enclosed documents is attached hereto as Appendix A.

Also enclosed is a check in the amount of \$32.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return one stamped copy of each of the enclosed documents to Robert W. Alvord, Esq., Alvord and Alvord, 918 Sixteenth Street, NW, Washington, DC 20006.

A short summary of the enclosed document to appear in the Commission's Index is:

Memorandum of Lease dated as of August 5, 1992 between TXL Capital Corporation, Lessor, and North Coast Railroad Authority, Lessee, and Memorandum of Assignment of Lease dated September 17, 1992, among TXL Capital Corporation, Assignor, and John M. Ruse and Charles J. Wright, Assignees, relating to six GP-9 locomotives bearing NCRR road marks and numbers 101-106, inclusive.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

EXHIBIT A

The following six GP-9 Locomotives have been acquired by TXL Capital Corporation from the Southern Pacific Railroad ("SP") and Leased to The North Coast Railroad Authority by TXL Capital Corporation.

<u>SP Road #</u>	<u>Rebuilt Date</u>	<u>NCRR Road #</u>
SP 2872	1977	NCRR 101
SP 3190	1977	NCRR 102
SP 3430	1976	NCRR 103
SP 3779	1975	NCRR 104
SP 3786	1976	NCRR 105
SP 3804	1977	NCRR 106

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INTERSTATE COMMERCE COMMISSION

Memorandum of Lease

Memorandum of Lease Agreement for six (6) GP 9 Locomotives ("Lease Agreement")

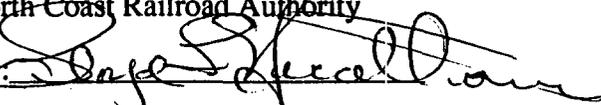
made and entered into as of August 5, 1992 by and between North Coast Railroad Authority, an authority created by the state of California ("Lessee") and TXL Capital Corporation, a Pennsylvania corporation ("Lessor").

W I T N E S S E T H:

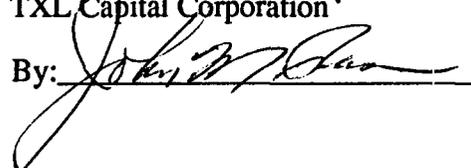
1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor six (6) GP 9 Locomotives bearing the railroad reporting marks set forth on Exhibit A.
2. The Lease agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as defined in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective officers as of the date and year first above written.

North Coast Railroad Authority

By: 

TXL Capital Corporation

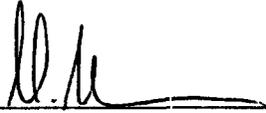
By: 

STATE OF CALIFORNIA

CITY OF EUREKA

On this 3rd day of November, 1992, before me personally appeared Lloyd Heathorn, to me personally know, who being by me duly sworn, says that he is the _____ of the North Coast Railroad Authority, that the foregoing instrument was signed on behalf of said authority, and he acknowledged that the execution of said instrument was his free act and deed.

RS1
 M. MENDES
Comm. #973740
NOTARY PUBLIC
HUMBOLDT COUNTY, CALIFORNIA
My commission expires Sept. 27, 1996



NOTARY PUBIC

My commission expires: September 27, 1996

STATE OF CALIFORNIA

CITY OF EUREKA

On this _____ day of September, 1992, before me personally appeared _____, to me personally know, who being by me duly sworn, says that he is the _____ of the North Coast Railroad Authority, that the foregoing instrument was signed on behalf of said authority, and he acknowledged that the execution of said instrument was his free act and deed.

NOTARY PUBLIC

My commission expires: _____

COMMONWEALTH OF PENNSYLVANIA

COUNTY OF MONTGOMERY

On this 17 day of September, 1992, before me personally appeared John M. Ruse, to me personally know, who being by me duly sworn, says that he is the Vice President of TXL Capital Corporation, that the foregoing instrument was signed on behalf of said corporation and he acknowledged that the execution of said instrument was his free act and deed.


NOTARY PUBLIC

My commission expires: 12/20/93

Notarial Seal
David J. Keller, Jr., Notary Public
Whitpain Twp., Montgomery County
My Commission Expires Dec. 20, 1993
Member, Pennsylvania Association of Notaries

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SP 3779	1975	NCRR 104
SP 3786	1976	NCRR 105
SP 3804	1977	NCRR 106

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INTERSTATE COMMERCE COMMISSION

I, ROBERT W. ALVORD, being duly sworn, do hereby certify that the attached Memorandum of Lease dated as of August 5, 1992, executed by North Coast Railroad Authority and TXL Capital Corporation consisting of four pages (including Exhibit A) is a true and complete copy of the original thereof.



ROBERT W. ALVORD

DISTRICT OF COLUMBIA, ss.

Subscribed and sworn to before me this 10th day of November, 1992.



NOTARY PUBLIC, D.C.

My Commission expires 8-14-97