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RECORDED TO FILED 1425

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INTERSTATE COMMERCE COMMISSION

November 10, 1992

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

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INTERSTATE COMMERCE COMMISSION

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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

*Handwritten signatures and initials on the left margin.*

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 \$92.00 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

RECORDATION NO. 17996/A  
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INTERSTATE COMMERCE COMMISSION

**MEMORANDUM OF ASSIGNMENT OF LEASE**

On the date hereof, the parties hereto entered into certain Loan and Security Agreements, dated as of September 2<sup>nd</sup>, 1992, by and among TXL Capital Corporation, a Pennsylvania corporation ("TXL"), as debtor/ assignor, having its principal offices at Suite 240, 1767 Sentry Parkway West, Blue Bell, PA 19422 and John M. Ruse ("Ruse") as secured party / assignee, being located at 107 South Spring Mill Rd., Villanova, PA 19085 and Charles J. Wright ("Wright") as secured party / assignee, being located at 2 College View Road, Frazer, PA 19355, pursuant to which TXL has assigned to Ruse and Wright all of its right, title and interest in that certain Lease Agreement, dated as of August 5, 1992, by and between TXL and the North Coast Railroad Authority and that certain Equipment Lease Schedule ("Schedule A") to which was attached and incorporated by reference ( collectively, the "Lease"), which Lease covers the equipment described in Appendix A hereto subject to the terms and conditions of said Loan and Security Agreements.

Executed this 17 day of September, 1992.

ASSIGNOR  
TXL Capital Corporation

By: John M. Ruse

Title: Vice President

ASSIGNEE

John M. Ruse  
John M. Ruse

Charles J. Wright  
Charles J. Wright

## APPENDIX 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

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.

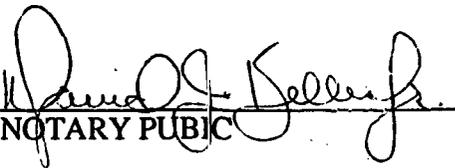
  
NOTARY PUBLIC

My commission expires: 12/20/93

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 the foregoing instrument was signed on behalf of himself and he acknowledged that the execution of said instrument was his free act and deed.

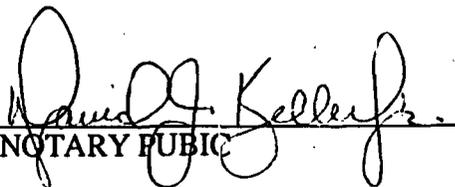
  
NOTARY PUBLIC

My commission expires: 12/20/93

COMMONWEALTH OF PENNSYLVANIA

COUNTY OF MONTGOMERY

On this 17 day of September, 1992, before me personally appeared Charles J. Wright to me personally know, who being by me duly sworn, says that the foregoing instrument was signed on behalf of himself and he acknowledged that the execution of said instrument was his free act and deed.

  
NOTARY PUBLIC

My commission expires: 12/20/93

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INTERSTATE COMMERCE COMMISSION

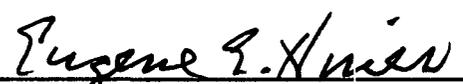
I, ROBERT W. ALVORD, being duly sworn, do hereby certify that the attached Memorandum of Assignment of Lease dated September 17, 1992, executed by TXL Capital Corporation and John M. Ruse consisting of three pages (including the acknowledgement page) is a true and complete copy of the original thereof.



ROBERT W. ALVORD

DISTRICT OF COLUMBIA, D.C.

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



NOTARY PUBLIC, D.C.

My commission expires 6-14-97