

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

OF COUNSEL  
URBAN A. LESTER

September 27, 1996

20234  
SEP 29 1996

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

20281 - A, B  
SEP 29 1996

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two copies each of the following three documents: (1) a Memorandum of Lease Agreement dated September 27, 1996, (2) a Rider 2 to Railcar Equipment Lease dated September 19, 1996, and (3) an Assignment of Sublease dated September 27, 1996, the first being a primary document and the others all being secondary documents as defined in the Board'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:

Memorandum of Lease Agreement

Lessor:	The CIT Group/Equipment Financing, Inc. 1211 Avenue of the Americas New York, New York 10036
Lessee:	JAIX Leasing Company 980 North Michigan Avenue Suite 1000 Chicago, Illinois 60611

*Handwritten notes:*  
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SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001

9/30/96

Alvord And Alvord  
918 Sixteenth Street, NW, Ste. 200  
Washington, DC., 20006-2973

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 9/30/96 at 11:05AM , and  
assigned recordation number(s). 20284, 20284-A, 20284-B, 20201-D and  
20201-E.

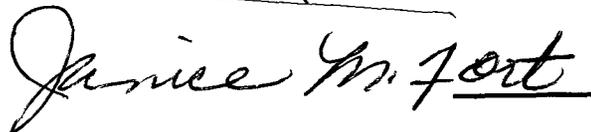
Sincerely yours,

Vernon A. Williams  
Secretary

Enclosure(s)

\$110.00 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



Mr. Vernon A. Williams  
September 27, 1996  
Page 2

Rider 2 to Railcar Equipment Lease

Lessor                   JAIX Leasing Company  
                              980 North Michigan Avenue  
                              Suite 1000  
                              Chicago, Illinois 60611

Lessee                    Cargill, Incorporated  
                              Cargill Grain Division  
                              P.O. Box 5606  
                              MS CGD #6  
                              Minneapolis, Minnesota 55440-5606

Assignment of Sublease

Assignor:                JAIX Leasing Company  
                              980 North Michigan Avenue  
                              Suite 1000  
                              Chicago, Illinois 60611

Assignee:                The CIT Group/Equipment Financing, Inc.  
                              1211 Avenue of the Americas  
                              New York, New York 10036

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

One hundred (100) covered hopper cars bearing JAIX reporting marks and road numbers within the series JAIX 96250 - JAIX 96349 inclusive.

Also enclosed is a check in the amount of \$66.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bjg  
Enclosures



officers, thereunto duly authorized, al as of the date first above written and each of the undersigned signatories hereto declares pursuant to 28 U.S.C. § 1746 under penalty of perjury under the laws of the United States of America that the foregoing is a true and correct document and was executed and delivered as of the date first above written.

LESSOR:

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By:   
Its: VICE PRESIDENT

LESSEE:

JAIX LEASING COMPANY

By: \_\_\_\_\_  
Its: \_\_\_\_\_

officers, thereunto duly authorized, al as of the date first above written and each of the undersigned signatories hereto declares pursuant to 28 U.S.C. § 1746 under penalty of perjury under the laws of the United States of America that the foregoing is a true and correct document and was executed and delivered as of the date first above written.

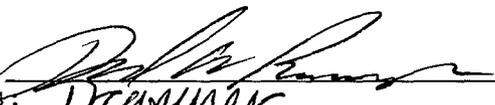
LESSOR:

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: \_\_\_\_\_  
Its: \_\_\_\_\_

LESSEE:

JAIX LEASING COMPANY

By:   
Its: Treasurer

STATE OF ILLINOIS )  
 ) SS.:  
COUNTY OF COOK )

On this 27th day of September, 1996, before me personally appeared \_\_\_\_\_, to me personally known, who, being by me duly sworn, says that he is \_\_\_\_\_ of JAIX LEASING COMPANY, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

[Notarial Seal]

My Commission Expires \_\_\_\_\_

STATE OF NEW YORK )  
 ) SS.:  
COUNTY OF NEW YORK )

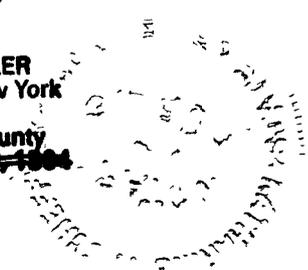
On this 27th day of September, 1996, before me personally appeared Lawrence E Littlefield to me personally known, who, being by me duly sworn, says that he is a vice President of THE CIT GROUP/EQUIPMENT FINANCING, INC., that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Katharine T. Scheffler  
Notary Public

[Notarial Seal]

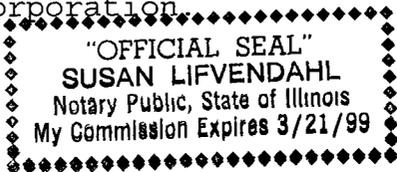
My Commission Expires 6/29/98

**KATHARINE T. SCHEFFLER**  
**Notary Public, State of New York**  
**No. 4994527**  
**Qualified in New York County**  
**Commission Expires April 9, 1998**



STATE OF ILLINOIS     )  
                                  )     SS.:  
COUNTY OF COOK        )

On this 27th day of September, 1996, before me personally appeared David Pelsner to me personally known, who, being by me duly sworn, says that he is Treasurer of JAIX LEASING COMPANY, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



*Susan Livendahl*  
Notary Public

[Notarial Seal]

My Commission Expires \_\_\_\_\_

STATE OF NEW YORK     )  
                                  )     SS.:  
COUNTY OF NEW YORK    )

On this 27th day of September, 1996, before me personally appeared \_\_\_\_\_, to me personally known, who, being by me duly sworn, says that he is \_\_\_\_\_ of THE CIT GROUP/EQUIPMENT FINANCING, INC., that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

[Notarial Seal]

My Commission Expires \_\_\_\_\_

SCHEDULE A

<u>No. of Units</u>	<u>Description</u>	<u>Road/Serial Numbers</u>
100	Aluminum Grainporter™ cars	JAIX 96250 - JAIX 96349 (both inclusive)