

Counters parts - Kim Bartman

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N W
SUITE 200
WASHINGTON, D C
20006-2973

(202) 393-2266
FAX (202) 393-2156

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

RECORDATION NO. 20289 FILED 1425
OCT 1 1996 2:50 PM

OF COUNSEL
URBAN A. LESTER

RECORDATION NO. 20289 - A/B FILED 1425
OCT 1 1996 2:32 PM
INTERSTATE COMMERCE COMMISSION

RECEIVED
SURFACE TRANSPORTATION
BOARD
OCT 1 2 46 PM '96

October 1, 1996

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 two (2) copies each of the following three documents: (1) a Memorandum of Lease Agreement dated as of September 30, 1996, (2) a Rider 1 to Railcar Equipment Lease dated as of September 17, 1996, and (3) an Assignment of Sublease dated as of September 30, 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, NY 10036

Lessee: JAIX Leasing Company
980 North Michigan Avenue
Suite 1000
Chicago, IL 60611

Mr Vernon A. Williams
October 1, 1996
Page Two

Rider 1 to Railcar Equipment Lease

Lessor: Johnston America Industries, Inc
980 North Michigan Avenue
Suite 1000
Chicago, IL 60611

Lessee Mark VII, Inc
16801 Addison Road
Suite 240
Dallas, TX 75248

Assignment of Sublease

Assignor: JAIX Leasing Company
(Assignee of Johnston America Industries, Inc.)
980 North Michigan Avenue
Suite 1000
Chicago, IL 60611

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

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

One hundred forty (140) railcars bearing JAIX reporting marks
and road numbers ~~within the series~~ 96100 - 962³/₉, 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 document to the undersigned.

Very truly yours,



Robert W Alvord

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

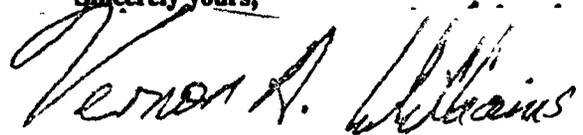
10/1/96

Robert W. Alvord
Alvord And Alvord
918 Sixteenth St., W., Ste. 208
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 10/1/96 at 2:50PM, and assigned recordation number(s). 20289, 20289-A and 20289-B.

Sincerely yours,

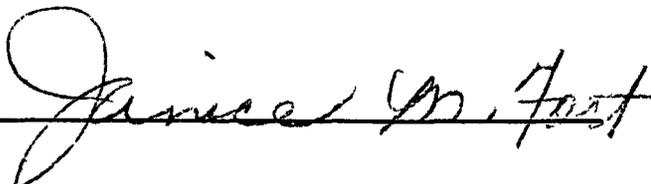


Vernon A. Williams
Secretary

Enclosure(s)

\$ 66.00 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



20289
RECORDATION NO.

OCT 1 1996 4:10 PM

MEMORANDUM OF LEASE AGREEMENT

This Memorandum of Lease Agreement, dated as of September 30, 1996, is made and entered into by and between The CIT Group/Equipment Financing, Inc. (hereinafter referred to as "Lessor"), and JAIX LEASING COMPANY (hereinafter referred to as "Lessee"), respecting that certain Railroad Equipment Lease dated as of September 30, 1996 (the "Lease") between Lessor and Lessee, and Rider 1 thereto ("Rider 1").

Pursuant to the provisions of the Lease and Rider 1, Lessor and Lessee hereby acknowledge and affirm that:

1. For good and valuable consideration, Lessor leases to lessee and Lessee leases from Lessor the aluminum Grainporter™ cars described on Schedule A hereto (the "Railcars"). The Railcars bear the railroad reporting marks set forth on Schedule A hereto.

2. The term of the Lease for the Railcars shall commence on September 30, 1996 and shall terminate on September 30, 2001, provided that the Lease may be sooner terminated as provided in the Lease and in Rider 1.

3. Lessor and Lessee further acknowledge and affirm that this Memorandum of Lease is not a summary of the Lease or Rider 1, nor a complete recitation of the terms and provisions thereof. Accordingly, Lessor and Lessee hereby agree that this Memorandum of Lease shall not be used in interpreting the Lease provisions or the provisions of Rider 1, and that, in the event of a conflict between this Memorandum of Lease and the provisions of the Lease or Rider 1, the provisions of the Lease or Rider 1, as the case may be, shall control.

4. This Memorandum of Lease may be executed in one or more counterparts, all of which taken together shall constitute one instrument.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Memorandum of Lease to be duly executed in its corporate name 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: VICE PRESIDENT

LESSEE:

JAIX LEASING COMPANY

By: _____
Its: _____

officers, thereunto duly authorized, all 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: *Paul Presmy*
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)

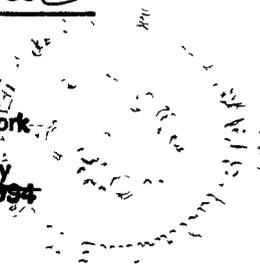
On this 27th day of September, 1996, before me personally appeared Lawrence E Littlefield to me personally known, who, being by me duly sworn, says that he is a Vice President of THE CIT GROUP/EQUIPMENT FINANCING, INC., that the foregoing instrument was signed on behalf of said corporation by authority 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 6, 1994



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

On this 30th day of September 1996, before me personally appeared David Reisman to me personally known, who, being by me duly sworn, says that he is Reisman 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 30th 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>
140	Aluminum Grainporter™ cars	JAIX 96100 - JAIX 96249 ³ (both inclusive)