Counterparts - Betty Graham

RECORDATION NO 20330 FILED 1425
OCT 25 1996 PM

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)

OF COUNSEL
URBAN A LESTER

RECEIVED
SURFACE TRANSPORTATION BOARD
OCT 25 12 30 PM '96

October 25, 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 four (4) copies of a Memorandum of Lease Intended as Security, dated as of October 9, 1996, a primary document as defined in the Board's Rules for the Recordation of Documents

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

Lessee: Illinois Central Railroad Company
455 North Cityfront Plaza Drive
Chicago, Illinois 60610

Lessor BA Leasing & Capital Corporation
555 California Street
San Francisco, California 94104

A description of the railroad equipment covered by the enclosed document is set forth on Attachment A to the Lease.

Also enclosed is a check in the amount of $22 00 payable to the order of the Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of the enclosed document to the undersigned

Very truly yours,

Robert W. Alvord /BG

Robert W Alvord

RWA/bg
Enclosures

25330

OCT 2 1996

Memorandum of Lease Intended as Security for 400 railroad flatcars ("Lease") made and entered into as of October 9, 1996 by and between Illinois Central Railroad Company, a Delaware corporation, ("Lessee") and BA Leasing & Capital Corporation, a California corporation, ("Lessor")

WITNESSETH

1 Lessor has agreed to lease to Lessee, and the Lessee has agreed to lease from Lessor 194 type L-027, 70-ton, 60-foot railroad flatcars bearing the railroad reporting markings as listed on Attachment A on the terms set forth in the Lease.

2 The terms of the Lease are incorporated herein by reference

IN WITNESS WHEREOF, the parties hereto have duly executed this instrument as of the date and year first above written

ILLINOIS CENTRAL RAILROAD COMPANY

By Dale W. Phillips

Title Vice President & Chief Financial Officer

BA LEASING & CAPITAL CORPORATION

By

Title VICE PRESIDENT

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

10/25/96

Robert W; Alvord
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 10/25/96 at 12:35PM , and assigned recordation number(s). 20330, 16823-D and 16823-E.

Sincerely yours,

Vernon A. Williams

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 Janice M. Fort

State of Illinois)
) SS
County of Cook)

BEFORE ME, the undersigned notary, on this day personally appeared Dale W Phillips, to me personally known who, being by me duly sworn, says that he is Vice President & Chief Financial Officer of Illinois Central Railroad Company ("Company"), that the above Lease Intended as Security ("Lease") was signed on behalf of the said Company by authority of its Board of Directors and he acknowledged that the execution of the foregoing Lease was the free act and deed of the said Company

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 9th day of October, 1996.

Marietta D. Sullivan
NOTARY PUBLIC

"OFFICIAL SEAL"
MARIETTA D SULLIVAN
Notary Public, State of Illinois
My Commission Expires 1-31-97

My Commission Expires·
Jan. 31, 1997

State of)
) SS
County of)

BEFORE ME, the undersigned notary, on this day personally appeared ALBERT NORONA, to me personally known who, being by me duly sworn, says that he/~~she~~ is VICE PRESIDENT of Illinois Central Railroad Company ("Company"), that the above Lease Intended as Security ("Lease") was signed on behalf of the said Company by authority of its Board of Directors and he/~~she~~ acknowledged that the execution of the foregoing Lease was the free act and deed of the said Company

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this day of 10-24, 1996

Yvette Montalvo
NOTARY PUBLIC

My Commission Expires·

YVETTE MONTALVO
Commission # 1111551
Notary Public — California
San Francisco County
My Comm. Expires Sep 23, 2000

Attachment A

to Memorandum of Lease Intended as Security made and entered into as of October 9, 1996 by and between Illinois Central Railroad Company and BA Leasing & Capital Corporation

IC	832502	IC	832571	IC	832747	IC	832802	IC	832873	IC	832936
IC	832504	IC	832572	IC	832749	IC	832803	IC	832874	IC	832938
IC	832510	IC	832576	IC	832751	IC	832804	IC	832876	IC	832940
IC	832511	IC	832577	IC	832752	IC	832805	IC	832882	IC	832941
IC	832512	IC	832579	IC	832753	IC	832806	IC	832883	IC	832942
IC	832515	IC	832580	IC	832754	IC	832811	IC	832885	IC	832944
IC	832517	IC	832582	IC	832757	IC	832812	IC	832889	IC	832945
IC	832519	IC	832583	IC	832758	IC	832815	IC	832890	IC	832946
IC	832520	IC	832585	IC	832759	IC	832816	IC	832891	IC	832952
IC	832522	IC	832595	IC	832760	IC	832821	IC	832893	IC	832956
IC	832525	IC	832597	IC	832762	IC	832824	IC	832897	IC	832958
IC	832526	IC	832700	IC	832763	IC	832828	IC	832898	IC	832964
IC	832527	IC	832701	IC	832770	IC	832831	IC	832899	IC	832966
IC	832529	IC	832702	IC	832771	IC	832832	IC	832901	IC	832968
IC	832530	IC	832703	IC	832773	IC	832833	IC	832904	IC	832970
IC	832531	IC	832705	IC	832774	IC	832834	IC	832905	IC	832971
IC	832533	IC	832707	IC	832776	IC	832835	IC	832906	IC	832974
IC	832535	IC	832709	IC	832778	IC	832838	IC	832913	IC	832978
IC	832537	IC	832710	IC	832779	IC	832840	IC	832916	IC	832979
IC	832538	IC	832711	IC	832780	IC	832841	IC	832918	IC	832981
IC	832543	IC	832716	IC	832781	IC	832842	IC	832919	IC	832983
IC	832545	IC	832718	IC	832785	IC	832845	IC	832920	IC	832986
IC	832547	IC	832719	IC	832787	IC	832847	IC	832921	IC	832987
IC	832551	IC	832720	IC	832789	IC	832851	IC	832923	IC	832988
IC	832554	IC	832723	IC	832790	IC	832853	IC	832924	IC	832989
IC	832555	IC	832727	IC	832791	IC	832854	IC	832925	IC	832992
IC	832556	IC	832728	IC	832792	IC	832855	IC	832926	IC	832993
IC	832557	IC	832732	IC	832795	IC	832856	IC	832927	IC	832995
IC	832558	IC	832733	IC	832796	IC	832859	IC	832928	IC	832996
IC	832561	IC	832735	IC	832797	IC	832860	IC	832931		
IC	832564	IC	832736	IC	832798	IC	832861	IC	832932		
IC	832568	IC	832737	IC	832799	IC	832868	IC	832933		
IC	832569	IC	832742	IC	832801	IC	832870	IC	832935		