

RECORDATION 20330-A
DEC 30 1996 3:00 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

December 30, 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 of a Memorandum of Lease Intended as Security, dated as of October 9, 1996, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease previously filed at the Board under Recordation Number 20330

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

- Lessee: Illinois Central Railroad Company
455 N Cityfront Plaza Drive
Chicago, Illinois 60611

- 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 Memorandum

Charles J. Potts

Mr. Vernon A. Williams
December 30, 1996
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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 one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a long horizontal flourish extending to the right.

Robert W Alvord

RWA/bg
Enclosures

DEC 30 1996 3:00 PM

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 106 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

BA LEASING & CAPITAL CORPORATION

By: [Signature]
Title: Treasurer

By: [Signature]
Title: Albert Z. Norona Vice President

State of ILLINOIS)
County of COOK) SS.

BEFORE ME, the undersigned notary, on this day personally appeared DOUGLAS A KOMAN, to me personally known who, being by me duly sworn, says that he/she is a TREASURER 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 24th day of December, 1996.

[Signature]
NOTARY PUBLIC

My Commission Expires: 

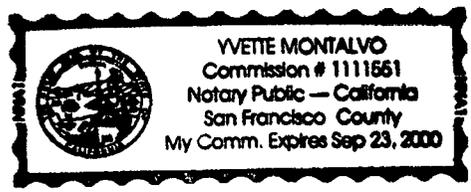
State of CALIFORNIA)
County of SAN FRANCISCO) SS.

BEFORE ME, the undersigned notary, on this day personally appeared Albert Z. Norona, to me personally known who, being by me duly sworn, says that he/she is a Vice President of BA Leasing & Capital Corporation ("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 24th day of December, 1996.

[Signature]
NOTARY PUBLIC

My Commission Expires: 9-23-2000



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 832500	IC 832570	IC 832715	IC 832769	IC 832820	IC 832865	IC 832909
IC 832501	IC 832578	IC 832721	IC 832775	IC 832822	IC 832867	IC 832910
IC 832503	IC 832581	IC 832722	IC 832782	IC 832823	IC 832875	IC 832911
IC 832513	IC 832584	IC 832724	IC 832783	IC 832829	IC 832879	IC 832922
IC 832523	IC 832588	IC 832726	IC 832784	IC 832836	IC 832886	IC 832929
IC 832532	IC 832590	IC 832729	IC 832786	IC 832837	IC 832887	IC 832934
IC 832541	IC 832591	IC 832739	IC 832793	IC 832839	IC 832892	IC 832937
IC 832544	IC 832592	IC 832741	IC 832800	IC 832843	IC 832894	IC 832939
IC 832552	IC 832596	IC 832743	IC 832808	IC 832852	IC 832895	IC 832947
IC 832559	IC 832706	IC 832748	IC 832809	IC 832857	IC 832900	IC 832948
IC 832562	IC 832708	IC 832765	IC 832810	IC 832858	IC 832902	IC 832950
IC 832563	IC 832712	IC 832766	IC 832813	IC 832862	IC 832907	IC 832953
IC 832566	IC 832713	IC 832768	IC 832814	IC 832864	IC 832908	IC 832954

IC 832957	IC 832994
IC 832959	IC 832999
IC 832960	
IC 832962	
IC 832963	
IC 832972	
IC 832973	
IC 832976	
IC 832980	
IC 832982	
IC 832984	
IC 832985	
IC 832991	