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RECORDATION NO 16714 FILED 1425

January 9, 1990 JAN 10 1990 -12 50 PM

INTERSTATE COMMERCE COMMISSION

VIA FEDERAL EXPRESS

Honorable Noretta R. McGee, Secretary
Interstate Commerce Commission
Washington, D.C. 20423

0-010A073

Dear Ms. McGee:

Enclosed for recordation under the provisions of 49 USC 11303(a) are four (4) original counterparts of Memorandum of Lease Agreement dated as of December 20, 1989 (the "Memorandum") between Pennsylvania Power & Light Company, a Pennsylvania corporation (the "Lessee") and Citicorp North America, Inc., a Delaware corporation (the "Lessor"). Said Memorandum relates to that certain Lease Agreement dated December 20, 1989 between the Lessor and the Lessee. Said Memorandum is a primary document, not previously recorded, and should be recorded under a new recordation number.

A general description of the railroad equipment covered by the Memorandum is set forth in Exhibit A attached to this letter and made a part hereof.

The names and addresses of the parties are:

Lessor: Citicorp North America, Inc.
601 Midland Avenue
Rye, New York 10580

Lessee: Pennsylvania Power & Light Company
Two North Ninth Street
Allentown, Pennsylvania 18101

Once the filings have been made please return the stamped counterparts of the Memorandum not required for filing purposes, together with the ICC fee receipt and the letter from the ICC acknowledging the filings to David B. McMullen, Esq., Chapman and Cutler, 111 West Monroe Street, Chicago, Illinois 60603.

Also, enclosed is a check in the amount of \$15.00 covering the required recording fee.

JAN 10 1990
2 43 PM '90

CHAPMAN AND CUTLER

as follows: A short summary of the enclosed primary document to appear in the Index is

"Covers twenty-one (21) 100-ton Pressure Differential Covered Hopper Cars"

Very truly yours,

CHAPMAN AND CUTLER

By David B. McMullen/sv
David B. McMullen

DBM/srv
Enclosures

EXHIBIT A

Quantity

21

Size of Cars

100-Ton Pressure
Differential Covered
Hopper Cars

Car Numbers

CREX 1520-1540.

Interstate Commerce Commission
Washington, D.C. 20423

1/12/90

OFFICE OF THE SECRETARY

David McMullen, Esq
Chapman & Cutler
111 West Monroe Street
Chicago, Illinois 60603

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 1/10/90 at 12:50pm and assigned recordation number(s). 16714

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

RECORDATION NO. 16714 FILED 1425

JAN 18 1990 -12 50 PM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASE AGREEMENT

Memorandum of Lease Agreement for twenty-one (21) 100-Ton Pressure Differential Covered Hopper Cars made and entered into as of December 20, 1989 by and between Pennsylvania Power & Light Company, a Pennsylvania corporation ("Lessee"), and Citicorp North America, Inc., a Delaware corporation, ("Lessor").

W I T N E S S E T H

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor pursuant to that certain Railcar Net Leasing Agreement dated December 20, 1989 ("Lease Agreement") by and between the Lessor and the Lessee twenty-one (21) 100-ton Pressure Differential Covered Hopper Cars bearing the railroad reporting markings set forth on Exhibit A.

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Term, as defined in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

PENNSYLVANIA POWER & LIGHT COMPANY

OF
COUNSEL
BY AM
DATE 12/14/89

BY: [Signature]
Its Mgr. Fossil Fuel Supply

CITICORP NORTH AMERICA, INC.

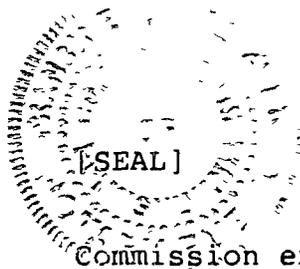
BY: [Signature]
Its Vice President

11/14/89

STATE OF Pennsylvania)
)
COUNTY OF Lehigh) SS.

On this 19th day of December, 1989, before me personally appeared M.W. Snovitch to me personally known, who being by me duly sworn, says that [s]he is the Major Fuel Supply of PENNSYLVANIA POWER & LIGHT COMPANY, that the foregoing instrument was signed on behalf of said corporation, and [s]he acknowledged that the execution of said instrument was his/her free act and deed.

Francine A. Greenzweig
Notary Public



Commission expires: October 29, 1990

NOTARIAL SEAL
Francine A. Greenzweig, Notary Public
City of Allentown, Lehigh County, Pa.
My Commission Expires Oct. 29, 1990

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS.

On this 19th day of December, 1989, before me personally appeared John T. McClusky to me personally known, who being by me duly sworn, says that he is a Vice President of CITICORP NORTH AMERICA, INC., 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.

Julia R. Browne
Notary Public

[SEAL]

Commission expires:

OFFICIAL SEAL
JULIA R. BROWNE
NOTARY PUBLIC STATE OF ILLINOIS
MY COMMISSION EXP. FEB. 17, 1993

EXHIBIT A

Quantity

21

Size of Cars

100-Ton Pressure
Differential Covered
Hopper Cars

Car Numbers

CREX 1520-1540