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16843

RECORDATION NO. FILED 1425

4 CARLTON GARDENS
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ALLEN H. HARRISON, JR.

DIRECT LINE (202)

663-6093

APR 24 1990 - 2 40 PM

INTERSTATE COMMERCE COMMISSION
April 24, 1990

Dear Ms. McGee:

0-114A092

\$15.00 filing fee

On behalf of Pac Rail, I submit for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder, executed counterparts of a primary document, not previously recorded, entitled Memorandum of Lease ("Lease"), dated as of April 23, 1990.

New Number

The parties to the enclosed Lease are:

Pac Rail - Lessor
Two Embarcadero Center
Suite 1670
San Francisco, California 94111

Illinois Central Railroad - Lessee
233 N. Michigan Avenue
Chicago, Illinois 60601-5799

The Lease covers, among other things, the leasing by the Lessor to the Lessee of certain rolling stock.

The units of equipment covered by the Lease are those units identified in Appendix A of the Lease.

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

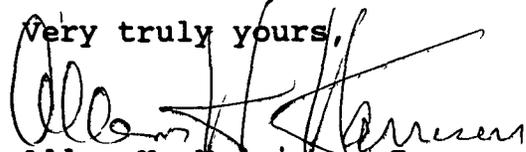
"Covers hopper cars."

Enclosed is a check in the amount of fifteen dollars (\$15.00) in payment of the filing fee.

Allen H. Harrison, Jr.

Once the filing has been made, please return to bearer the stamped counterparts of the Lease not needed for your files, together with the fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this transmittal letter.

Very truly yours,



Allen H. Harrison, Jr.
Attorney for the purpose
of this filing for
Pac Rail

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

Enclosures

AHH/iw

APPENDIX A

Eg. Sch 3

(SA 53-90)

WOODCHIP HOPPERS
BUILT IN 1969
(42 EACH)

IC 83505	IC 83537	IC 83554	IC 83586
IC 83509	IC 83538	IC 83557	IC 83588
IC 83511	IC 83541	IC 83559	IC 83589
IC 83512	IC 83542	IC 83560	IC 83590
IC 83518	IC 83544	IC 83561	IC 83592
IC 83521	IC 83545	IC 83564	IC 83594
IC 83523	IC 83546	IC 83566	IC 83595
IC 83524	IC 83547	IC 83567	ICG 865074
IC 83526	IC 83549	IC 83568	ICG 865084
IC 83528	IC 83550	IC 83572	
IC 83532	IC 83551	IC 83573	

Original No
IC 83584
IC 83574

WOODCHIP HOPPERS
BUILT IN 1972
(108 Each)

ICG 865101	ICG 865133	ICG 865165	ICG 865199
ICG 865102	ICG 865134	ICG 865166	ICG 865275
ICG 865103	ICG 865136	ICG 865167	ICG 865273
ICG 865104	ICG 865138	ICG 865168	ICG 865201
ICG 865105	ICG 865140	ICG 865170	ICG 865202
ICG 865108	ICG 865141	ICG 865171	ICG 865203
ICG 865109	ICG 865142	ICG 865172	ICG 865204
ICG 865110	ICG 865143	ICG 865173	ICG 865205
ICG 865111	ICG 865144	ICG 865174	ICG 865208
ICG 865112	ICG 865146	ICG 865175	ICG 865209
ICG 865114	ICG 865147	ICG 865176	ICG 865210
ICG 865115	ICG 865148	ICG 865177	ICG 865212
ICG 865116	ICG 865150	ICG 865179	ICG 865213
ICG 865117	ICG 865151	ICG 865180	ICG 865214
ICG 865118	ICG 865152	ICG 865181	ICG 865215
ICG 865119	ICG 865153	ICG 865183	ICG 865216
ICG 865120	ICG 865154	ICG 865184	ICG 865218
ICG 865121	ICG 865155	ICG 865185	ICG 865220
ICG 865123	ICG 865156	ICG 865186	ICG 865221
ICG 865124	ICG 865157	ICG 865188	ICG 865222
ICG 865125	ICG 865158	ICG 865189	ICG 865223
ICG 865126	ICG 865159	ICG 865190	ICG 865224
ICG 865128	ICG 865160	ICG 865191	ICG 865225
ICG 865129	ICG 865161	ICG 865193	ICG 865226
ICG 865130	ICG 865162	ICG 865195	ICG 865227
ICG 865131	ICG 865163	ICG 865196	ICG 865228
ICG 865132	ICG 865164	ICG 865197	ICG 865230

16843

RECORDATION NO. _____ FILED 1425

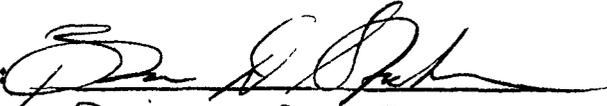
APR 24 1990 - 2:40 PM

MEMORANDUM OF LEASE INTERSTATE COMMERCE COMMISSION

On the date hereof, the parties hereto entered into Equipment Schedule No. 3 dated April 23, 1990 as the same incorporates all the terms and conditions of that certain Railroad Equipment Master Lease dated as of April 6, 1990 between Pac Rail, having its office at Two Embarcadero, Suite 1670, San Francisco, CA 94111 ("PR"), as lessor, and Illinois Central Railroad, having an office at 233 N. Michigan Avenue Chicago, IL 60601-5799, ("ICR"), as lessee, pursuant to which ICR leased from PR the equipment described in

Executed this 23rd day April, 1990.

PAC RAIL

By: 
Name: BRIAN D STUCKER
Title: EVP

ILLINOIS CENTRAL RAILROAD

By: _____
Name: _____
Title: _____

STATE OF California)
COUNTY OF San Francisco) SS.:

BEFORE ME, the undersigned notary, on this day personally appeared Brian D. Stucker, to me personally known who, being by me duly sworn, says that he/she is Exec. V.P. of Pac Rail ("PR"), that the above Memorandum of Security Agreement was signed on behalf of PR by authority of its Board of Directors and has acknowledged that the execution of the foregoing Memorandum of Security Agreement was the free act and deed of PR.

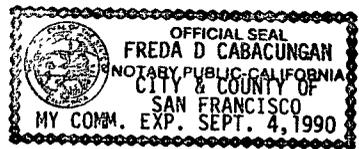
GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 23rd day of April, 1990.

Freda D. Cabacungan
Notary Public

[Seal]

My Commission Expires:

9/4/90



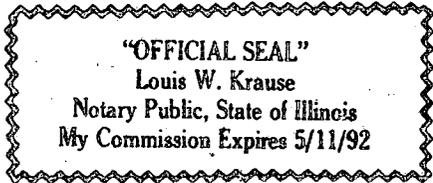
STATE OF ILLINOIS)
COUNTY OF COOK) ss.:

On this 23RD day of April, 1990 before me, the undersigned, a Notary Public and for the State of ILLINOIS, duly commissioned and sworn, personally appeared DW PHILLIPS signed as Vice President of Illinois Central Railroad, the corporation that executed the within and foregoing instrument, and acknowledged said instrument to be the free and voluntary act and deed of said corporation for the uses and purposes therein mentioned, and on oath stated that he was duly elected, qualified and acting as said officer of the corporation, that he was authorized to execute said instrument and that the seal affixed, if any, is the corporate seal of said corporation.

WITNESS my hand and official seal hereto affixed the day and year in this certificate above written.

Louis W. Krause

Notary Public



MEMORANDUM OF LEASE

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Executed this 23 day April, 1990.

PAC RAIL

By: _____

Name: _____

Title: _____

ILLINOIS CENTRAL RAILROADBy: Dale W. PhillipsName: DALE W. PHILLIPSTitle: VP & CFO

APPENDIX A

Eg Sch 3

(SA 53-90)

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BUILT IN 1969
(42 EACH)

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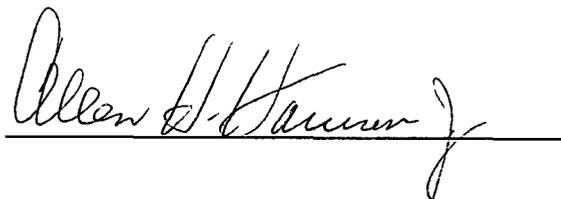
ICG 865101	ICG 865133	ICG 865165	ICG 865199
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ICG 865131	ICG 865163	ICG 865196	ICG 865228
ICG 865132	ICG 865164	ICG 865197	ICG 865230

DISTRICT OF COLUMBIA) SS.:

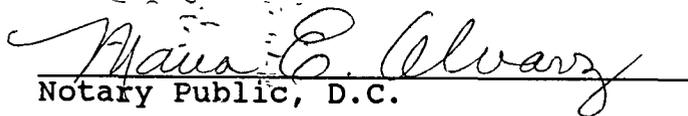
CERTIFICATE OF TRUE COPY

I, Allen H. Harrison, Jr., a member of the Bars of the District of Columbia and the Commonwealth of Virginia, do hereby certify that I have compared the attached copy of the document entitled "Memorandum of Lease" executed by Pac Rail and Illinois Central Railroad, with an executed original counterpart thereof and find the said attached copy to be in all respects a true, correct and complete copy of the aforesaid executed original counterpart.

IN WITNESS WHEREOF, the undersigned has hereto affixed his signature this 24th day of April, 1990.



Subscribed and sworn to before me
this 24th day of April, 1990



Notary Public, D.C.

My Commission Expires June 30, 1992