UPPER MERION AND PLYMOUTH LEASING CO.

875 N. Michigan Avenue • John Hancock Center • Suite 1400 • Chicago, IL 60611 (312) 915-2900

0-143A006

16874
RECORDATION NO. FILED 1425

MAY 23 1990 -10 50 AM

INTERSTATE COMMERCE COMMISSION

16 May 1990

Ms. Rita McGee
Interstate Commerce Commission
12th and Constitution Ave, NW
Washington, DC 20423

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of Sections 11303 of Title 49 of the United States code and the regulations thereunder are two originals of a Memorandum of Purchase Agreement dated as of April 27, 1990 as follows:

Memorandum of Agreement between GWI Leasing Corporation ("Seller") and Upper Merion and Plymouth Leasing Co. ("Owner").

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

Seller:	GWI Leasing Corporation 71 Lewis Street Greenwich, CT 06830
Purchaser:	Upper Merion and Plymouth Leasing Co. 875 N. Michigan Ave., Suite 1400 Chicago, IL 60611

The originals of the above documents after recordation should be returned to Ms. Tracy Boyce, Contract Coordinator, Rail Division, Northbrook Corporation, 875 N. Michigan Ave., Suite 1400, Chicago, IL 60611. Enclosed is Upper Merion's check for $15.00 to cover the recordation of the document.

I am an officer of Upper Merion and Plymouth Leasing Co. and have knowledge of the matters set forth herein.

Upper Merion and Plymouth Leasing Co.

BY: Gerald T. Kilcoyne

enclosure

MAY 23 10 45 AM '90
MOTOR OPERATING UNIT

NORTHBROOK CORPORATION

25 May 1990

Ms. Rita McGee
Interstate Commerce Commission
12th and Constitution Ave, NW
Washington, DC 20423

Dear Ms. McGee:

Please find enclosed an attachment for a Memorandum of Purchase Agreement dated as of April 27, 1990 as previously sent and received by you on May 23, 1990, 10:50 a.m. recordation number 16874.

Please attach these documents to the original Memorandum for future reference.

The originals of the documents after recordation should be returned to Ms. Tracy Boyce, Contract Coordinator, Rail Division, Northbrook Corporation, 875 N. Michigan Ave., Suite 1400, Chicago, IL 60611.

Sincerely,

Tracy Boyce

Tracy A. Boyce
Contract Coordinator
Rail Division

enclosures

875 North Michigan Avenue • John Hancock Center • Suite 1400 • Chicago Illinois 60611 • 312-915-2900

Interstate Commerce Commission

Washington, D.C. 20423

5/31/90

OFFICE OF THE SECRETARY

Tracy Boyce
Contract Coordinator
Rail Div. Northbrook Corp.
875 North Michigan Ave. Suite 1400
Chicago, Illinois 60611

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 5/23/90 at 10:50am and assigned recordation number(s). 16874

Sincerely yours,

Noreta R. McGee

Noreta R. McGee
Secretary

Enclosure(s)

16874
RECORDATION NO. ____ FILED 1425
MAY 23 1990 -10 50 AM
INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF

PURCHASE AGREEMENT

Dated as of April 27, 1990

Between

GWI LEASING CORPORATION ("SELLER")

and

UPPER MERION AND PLYMOUTH LEASING CO.
("OWNER")

F:CONmegwi

Memorandum of Purchase Agreement, made and entered into as of April 27, 1990, by and between GWI Leasing Corporation ("Seller") and Upper Merion and Plymouth Leasing Co. ("Owner").

WITNESSETH:

The term and certain other provisions are mutually agreed to by parties hereto.

In Witness Whereof, the parties hereto have caused this instrument to be signed and sealed as of the 27th day of April, 1990.

GWI LEASING CORPORATION
("Seller")

BY: _____

TITLE: Chairman

UPPER MERION AND PLYMOUTH
LEASING CO. ("Owner")

BY: _____

TITLE: President

F:CONmegwi

STATE OF Illinois)
)
COUNTY OF Cook)

On this 11th day of May, 1990, before me personally appeared Earl L Freeman, personally known, who, being by me duly sworn, said that he/she is an authorized officer of Upper Merion and Plymouth Leasing Co. and that said instrument was signed on behalf of said corporation by authority of its Board of Directors and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

" OFFICIAL SEAL "
(seal) TRACY BOYCE
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 3/2/93

Tracy Boyce
Notary Public

My commission expires:

3-2-93

STATE OF CT.)
)
COUNTY OF FAIRFIELD

On this ____ day of May, 1990, before me personally appeared Mortimer B. Fuller, III, personally known, who, being by me duly sworn, said that he is an authorized officer of GWI Leasing Corporation and that said insturment 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.

(seal)

My commission expires:

ROCCO BENVENUTO
Notary Public, Fairfield County
My Commission Expires April 1, 1991

Car Initials	Car Number(s)	Date Built	Date Rebuilt	Type of Car
GNWR	810010	11/78	N/A*	LO
GNWR	810097	12/78	N/A	LO
GNWR	810011	11/78	N/A	LO
GNWR	810098	12/78	N/A	LO
GNWR	810012	11/78	N/A	LO
GNWR	810157	01/79	N/A	LO
GNWR	810013	11/78	N/A	LO
GNWR	810160	01/79	N/A	LO
GNWR	810014	11/78	N/A	LO
GNWR	810162	01/79	N/A	LO
GNWR	810016	11/78	N/A	LO
GNWR	810163	01/79	N/A	LO
GNWR	810017	11/78	N/A	LO
GNWR	810168	01/79	N/A	LO
GNWR	810018	11/78	N/A	LO
GNWR	810169	01/79	N/A	LO
GNWR	810019	11/78	N/A	LO
GNWR	810173	01/79	N/A	LO
GNWR	810020	11/78	N/A	LO
GNWR	810174	01/79	N/A	LO
GNWR	810021	11/78	N/A	LO
GNWR	810175	01/79	N/A	LO
GNWR	810024	11/78	N/A	LO
GNWR	810177	01/79	N/A	LO
GNWR	810025	11/78	N/A	LO
GNWR	810179	01/79	N/A	LO
GNWR	810026	11/78	N/A	LO
GNWR	810181	01/79	N/A	LO
GNWR	810028	11/78	N/A	LO
GNWR	810186	01/79	N/A	LO
GNWR	810030	11/78	N/A	LO
GNWR	810187	01/79	N/A	LO
GNWR	810031	11/78	N/A	LO
GNWR	810188	01/79	N/A	LO
GNWR	810032	11/78	N/A	LO
GNWR	810189	01/79	N/A	LO
GNWR	810033	11/78	N/A	LO
GNWR	810192	01/79	N/A	LO
GNWR	810034	11/78	N/A	LO
GNWR	810195	01/79	N/A	LO

*** Not Applicable**

Car Initials	Car Number(s)	Date Built	Date Rebuilt	Type of Car
GNWR	810036	11/78	N/A	LO
GNWR	810196	01/79	N/A	LO
GNWR	810037	11/78	N/A	LO
GNWR	810197	01/79	N/A	LO
GNWR	810039	11/78	N/A	LO
GNWR	810308	02/79	N/A	LO
GNWR	810040	11/78	N/A	LO
GNWR	810313	03/79	N/A	LO
GNWR	810042	11/78	N/A	LO
GNWR	810315	02/79	N/A	LO
GNWR	810043	11/78	N/A	LO
GNWR	810316	02/79	N/A	LO
GNWR	810045	12/78	N/A	LO
GNWR	810319	02/79	N/A	LO
GNWR	810046	12/78	N/A	LO
GNWR	810325	03/79	N/A	LO
GNWR	810047	12/78	N/A	LO
GNWR	810326	03/79	N/A	LO
GNWR	810051	12/78	N/A	LO
GNWR	810328	03/79	N/A	LO
GNWR	810052	12/78	N/A	LO
GNWR	810330	03/79	N/A	LO
GNWR	810053	12/78	N/A	LO
GNWR	810332	03/79	N/A	LO
GNWR	810054	12/78	N/A	LO
GNWR	810333	03/79	N/A	LO
GNWR	810055	12/78	N/A	LO
GNWR	810337	03/79	N/A	LO
GNWR	810056	12/78	N/A	LO
GNWR	810338	03/79	N/A	LO
GNWR	810058	12/78	N/A	LO
GNWR	810343	03/79	N/A	LO
GNWR	810070	12/78	N/A	LO
GNWR	810345	03/79	N/A	LO
GNWR	810077	12/78	N/A	LO
GNWR	810358	03/79	N/A	LO
GNWR	810080	12/78	N/A	LO
GNWR	810360	03/79	N/A	LO
GNWR	810084	12/78	N/A	LO
GNWR	810367	03/79	N/A	LO
GNWR	810086	12/78	N/A	LO
GNWR	810371	03/79	N/A	LO
GNWR	810090	12/78	N/A	LO
GNWR	810372	03/79	N/A	LO
GNWR	810095	12/78	N/A	LO
GNWR	810374	03/79	N/A	LO

*** Not Applicable**