

0-264A058

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DIRECT LINE (202)

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17016

RECORDATION NO FILED 1425

SEP 21 1990 -3 05 AM

September 21, 1990

\$15.00 filing fee

Dear Mr. Strickland:

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"), executed as of September 19, 1990.

New Member

The parties to the enclosed Lease are:

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

Consolidated Rail Corporation - Lessee
Six Penn Center Plaza, Room 1310
Philadelphia, Pennsylvania 19103

SEP 21 1990

The Lease covers the leasing by the Lessor to the Lessee of certain rolling stock, namely one hundred fifty (150) Woodchip Hoppers, numbers CR 470001-470150.

The units of equipment covered by the Lease are those units identified as one hundred fifty (150) Woodchip Hoppers, numbers CR 470001-470150.

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

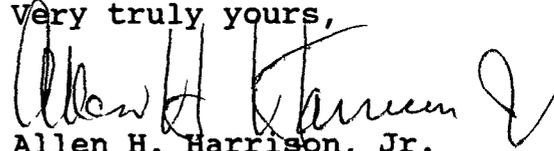
"Lease of 150 Woodchip Hoppers CR 470001-470150."

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 letter of transmittal.

Very truly yours,



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

Honorable Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Enclosures

BY HAND

Interstate Commerce Commission
Washington, D.C. 20423

9/21/90

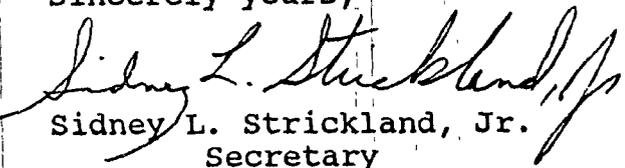
OFFICE OF THE SECRETARY

Allen H. Harrison, Jr.
Wilmer, Cutler & Pickering
2445 M. Street N.W.
Washington, D.C. 20037-1420

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 9/21/90 at 3:05pm, and assigned recordation number(s). 16842-A & 17016

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

17016
REGISTRATION NO. _____ FILED 1463

SEP 21 1990 -3 05 AM

MEMORANDUM OF LEASE

On the date hereof, the parties hereto entered into Equipment Schedule NO. 1 dated June 1, 1990 as the same incorporates all the terms and conditions of that certain Railroad Equipment Master Lease dated as of June 1, 1990 between Pac Rail, having its office at Two Embarcadero, Suite 1655, San Francisco, CA 94111 ("PR"), as lessor, and Consolidated Rail Corporation, having an office at Six Penn Center Plaza, Room 1310 Philadelphia, PA 19103, ("Conrail"), as lessee, pursuant to which Conrail leased from PR the equipment described in Exhibit A.

Executed this 19 day September, 1990.

PAC RAIL

By: 
Name: BRIAN D STUCKER
Title: E. V. P.

CONSOLIDATED RAIL CORPORATION

By: _____
Name: _____
Title: _____

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Executed this 19 day September, 1990.

PAC RAIL

By: _____

Name: _____

Title: _____

CONSOLIDATED RAIL CORPORATION

By: Thomas F. McGraw

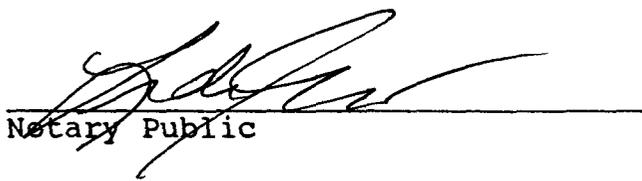
Name: THOMAS F. MCGRAW

Title: Director - Financing

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 19th day of ~~April~~, 1990.
September



Notary Public



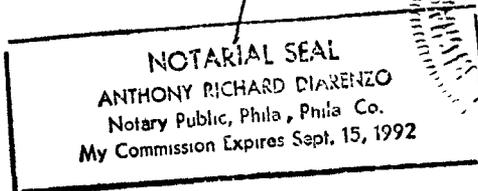
My Commission Expires:
2/26/93

STATE OF Pennsylvania)
COUNTY OF Philadelphia) ss.:

On this 19th day of September, 1990 before me, the undersigned, a Notary Public and for the State of Pennsylvania, duly commissioned and sworn, personally appeared THOMAS J. MCGRAW, to me known to be the person who signed as DIRECTOR-FINANCING OF CONSOLIDATED RAIL CORPORATION, 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.

Anthony Richard DiArenzo
Notary Public



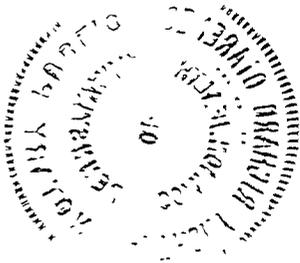


EXHIBIT A

150 WOODCHIP HOPPER CARS

IDENTIFICATION NOS.

CR 470001-CR 470150, Both Inclusive