



Cypress

EQUIPMENT FUND, LTD.

0-387A039

RECORDATION NO **17099** FILED 1423

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DEC 3 1990 -3 10 PM

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INTERSTATE COMMERCE COMMISSION
NOVEMBER 29, 1990

INTERSTATE COMMERCE COMMISSION

17099 - B

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

RECORDATION NO _____ FILED 1423

DEC 3 1990 -3 10 PM

MOTOR OPERATING UNIT
DEC 3 3 06 PM '90

Dear Ms. McGee:

INTERSTATE COMMERCE COMMISSION *filings fee \$30.00*

On behalf of Cypress Equipment Fund, Ltd., I submit for filing and recording under 49 U.S.C Section 11303(a) and the regulations promulgated thereunder, four (4) executed counterparts of a primary document, not previously recorded, entitled Memorandum of Security Agreement, executed as of December 3, 1990 four (4) executed counterparts of a related secondary document, not previously recorded, entitled Memorandum of Lease of Railroad Equipment, executed as of November 28, 1990 and four (4) executed counterparts of a related secondary document, not previously recorded, entitled Assignment of Lease, executed as of December 3, 1990.

The executing parties to the enclosed Memorandum of Security Agreement ("Security Agreement") are:

Cypress Equipment Fund, Ltd. - Debtor
880 Carillon Parkway
St. Petersburg, Florida 33716

* The Philadelphia National Bank, incorporated as
CoreStates Bank, N.A. - Secured Party
Broad and Chestnut Streets
Philadelphia, PA 19107

The Security Agreement, among other things, covers the granting of a security interest by the Debtor to the Secured Party in the boxcars listed in Annex A to the Security Agreement and all rights of the Debtor in the leasing thereof, to secure the payment of a loan.

The equipment covered is the boxcars listed in Annex A to the Security Agreement.

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

"Covers one hundred ten (110) boxcars, Road Numbers BO 401000 - 401199 (not inclusive), CSX 50812S, 508099, 508215."

ALSO -
* PLEASE CROSS INDEX UNDER CORESTATES BANK, N.A.

#15.00 FILING FEE INCLUDED.

880 Carillon Parkway, P.O. Box 12749, St. Petersburg, FL 33733-2749 • 800/237-4240

4 Counterparts - 4 Filings



The executing parties to the Memorandum of Lease of Railroad Equipment ("Lease") are:

Cypress Equipment Fund, Ltd. - Lessor
880 Carillon Parkway
St. Petersburg, Florida 33716

CSX Transportation, Inc.
100 North Charles Street
Baltimore, Maryland 21201

The Lease covers the lease of the boxcars listed on Annex A to the Lease by Lessor to Lessee.

The equipment covered is the boxcars listed on Annex A to the Lease.

The Lease should be filed as a secondary document to the above referenced Security Agreement. A short summary of the Lease to appear in the ICC Index is as follows:

"Covers one hundred ten (110) boxcars, Road Numbers BO 401000-401199 (not inclusive), CSXT 508125, 508099, 508215 ."

The executing party to the enclosed Assignment of Lease ("Assignment") is :

Cypress Equipment Fund, Ltd. - Assignor
880 Carillon Parkway
St. Petersburg, Florida 33716

and is executed in favor of:

The Philadelphia National Bank, incorporated as
CoreStates Bank, N.A. - Assignee
Broad and Chestnut Streets
Philadelphia, PA 19107

The Assignment covers the assignment of the Lease to the Assignee.

The Assignment should be filed as a secondary document to the above referenced Security Agreement. A short summary of the Assignment to appear to the ICC Index is as follows:

"Assignment of Lease relating to one hundred ten (110), Road Numbers BO 401000-401199 (not inclusive), CSXT 508125, 508099, 508215."



⁴⁵ Enclosed is a check in the amount of ~~forty~~ ^{forty five} dollars (\$45.00) in payment of the filing fee. Once the filing has been made, please return to bearer the stamped counterparts of the Security Agreement, Lease and Assignment 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,

CYPRESS EQUIPMENT FUND, LTD.
By Cypress Equipment Management
Corporation, General Partner

By SRH
Stephen R. Harwood, President ^{SAZ}

MEMORANDUM OF
LEASE OF RAILROAD EQUIPMENT
DEC 3 1990 - 3 10 PM
INTERSTATE COMMERCE COMMISSION

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT is intended to evidence the Lease of Railroad Equipment, dated as of October ____, 1990 (the "Lease") between CYPRESS EQUIPMENT FUND, LTD., a Florida Partnership (the "Lessor"), and CSX TRANSPORTATION, INC., a Virginia corporation (the "Lessee"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. The Lessor is the owner of 110 50 foot 70 Ton XL boxcars, more fully described in Annex A hereto (the "Units"). The Lessee leased from the Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, the Lessor and the Lessee, each pursuant to due authority, have executed this Memorandum of Lease as of this 28th day of November 1990.

LESSOR

CYPRESS EQUIPMENT FUND, LTD.
BY CYPRESS EQUIPMENT MANAGEMENT CORPORATION,
GENERAL PARTNER

ATTEST:

M CW

By: [Signature]

Title: Asst. Sec.

Title: PRESIDENT

LESSEE

CSX TRANSPORTATION, INC.

ATTEST:

[Signature]

By: [Signature]

Title: **ROBERT F. HOCHWARTH**
ASSISTANT SECRETARY

Title: PRESIDENT & CEO

ANNEX A

to

Memorandum of Lease of Railroad Equipment

Dated as of November 28, 1990

<u>Equipment Description</u>	<u>Lessee's Numbers</u>	
110 - 70 Ton General Purpose XL Boxcars	BO	401000
	BO	401002
	BO	401003
	BO	401004
	BO	401005
	BO	401007
	BO	401008
	BO	401009
	BO	401010
	BO	401011
	BO	401012
	BO	401013
	BO	401015
	BO	401016
	BO	401017
	BO	401018
	BO	401019
	BO	401020
	BO	401021
	BO	401022
	BO	401023
	BO	401025
	BO	401026
	BO	401027
	BO	401030
	BO	401032
	BO	401033
	BO	401035
	BO	401037
	BO	401038
	BO	401039
	BO	401041
	BO	401042
	BO	401044
BO	401045	
BO	401047	
BO	401048	
BO	401053	
BO	401055	
CSXT	508125	

ANNEX A

to

Memorandum of Lease of Railroad Equipment

Dated as of November 28, 1990

(continued)

BO	401059
BO	401061
BO	401062
BO	401065
BO	401068
BO	401073
BO	401080
BO	401082
BO	401083
BO	401084
BO	401087
CSXT	508099
BO	401094
BO	401096
BO	401097
BO	401098
BO	401099
BO	401100
BO	401101
BO	401102
BO	401104
BO	401105
BO	401106
BO	401108
BO	401109
BO	401110
BO	401111
BO	401112
BO	401113
BO	401114
BO	401115
BO	401116
BO	401118
BO	401120
BO	401122
BO	401123
BO	401125
BO	401126
BO	401128
BO	401129
BO	401134
BO	401135

ANNEX A

to

Memorandum of Lease of Railroad Equipment

Dated as of November 28, 1990

(continued)

BO	401141
BO	401142
BO	401143
CSXT	508215
BO	401149
BO	401153
BO	401154
BO	401158
BO	401164
BO	401165
BO	401167
BO	401168
BO	401170
BO	401171
BO	401173
BO	401174
BO	401175
BO	401176
BO	401177
BO	401179
BO	401180
BO	401183
BO	401184
BO	401187
BO	401190
BO	401191
BO	401196
BO	401199

STATE OF)
) §
COUNTY OF)

On this ___ day of _____, 1990, before me personally appeared _____, to me personally known, who, being by me duly sworn, says that he is _____ of _____, that said instrument was signed and sealed on behalf of said _____ by authority of its _____ and he acknowledged that the execution of the foregoing instrument was the free act and deed of said _____.

Notary Public

My Commission Expires: _____

[Notarial Seal]

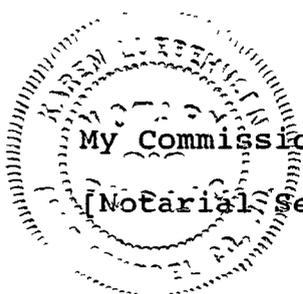
STATE OF MARYLAND)
) §
CITY OF BALTIMORE)

On this 28th day of November, 1990, before me personally appeared Richard J. Leatherwood, to me personally known, who being by me duly sworn says that he is ~~a Vice~~ President & CEO of CSX TRANSPORTATION, INC., that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Karen Luebehusen
Notary Public

My Commission Expires: 10/1/93

[Notarial Seal]



STATE OF CALIFORNIA)
) §
COUNTY OF SAN FRANCISCO)

I, Ilene Sagall, a Notary Public in and for the state and county aforesaid, do hereby certify that on this 29th day of November, 1990, before me personally appeared Stephen R. Harwood, to me personally known, who, being by me duly sworn, says that he is President of Cypress Equipment Management Corporation, and that said corporation is a general partner of Cypress Equipment Fund, Ltd., and that said instrument was signed and sealed on behalf of said partnership and he acknowledged that the execution of the foregoing instrument was the free act and deed of said partnership.

Ilene Sagall
Notary Public

My Commission Expires: June 3, 1991

[Notarial Seal]

