

FILE FIRST 1st

WILMER, CUTLER & PICKERING
2445 M STREET, N W
WASHINGTON, D. C. 20037-1420

17237

RECORDATION NO. _____ FILE NO. _____

FEB 26 1991 - 11:55 AM

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INTERSTATE COMMERCE COMMISSION

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INTERSTATE COMMERCE COMMISSION

February 26, 1991

\$30.00 Filing Fees

Dear Mr. Strickland:

On behalf of The CIT Group/Equipment Financing, Inc., I submit for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder, executed counterparts of two documents: (1) a primary document, not previously recorded, entitled Memorandum of Master Lease Agreement ("Lease") dated as of February 26, 1991, and (2) a secondary document, not previously recorded, entitled Assignment and Security Agreement ("Assignment") granted as of February 26, 1991.

New Number
Countryman A. H. Harrison

The parties to the enclosed Lease are:

The CIT Group/Equipment Financing, Inc. - Lessor
1400 Renaissance Drive
Suite 400
Park Ridge, Illinois 60068

Chicago Freight Car Leasing Co. - Lessee
One O'Hare Center
6250 North River Road
Suite 5010
Rosemont, Illinois 60018

The said Lease covers, among other things, the leasing of those certain one hundred fifty (150) covered hopper cars as identified in Schedule A thereto.

The units of equipment covered by the Lease are those one hundred fifty (150) covered hopper cars identified in Schedule A thereto, namely, CRDX 9200-9299, CRDX 9300-9319, and CRDX 9370-9399.

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

"Lease of 150 covered hopper cars, CRDX numbers."

The parties to the enclosed Assignment are:

- A

Chicago Freight Car Leasing Co. - Lessee/Assignor
One O'Hare Center
6250 North River Road
Suite 5010
Rosemont, Illinois 60018

The CIT Group/Equipment Financing, Inc. - Lessor/Assignee
1400 Renaissance Drive
Suite 400
Park Ridge, Illinois 60068

The said Assignment covers, among other things, the granting of a security interest in and to all subleases of those certain one hundred and fifty (150) covered hopper cars as identified in Schedule 1 thereto.

The units of equipment covered by the Assignment are those one hundred fifty (150) covered hopper cars identified in Schedule 1 thereto, namely CRDX 9200-9299, CRDX 9300-9319, and CRDX 9370-9399.

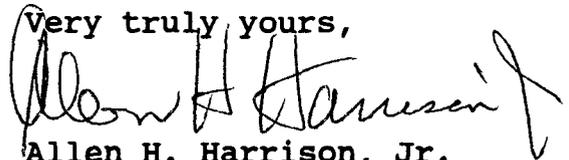
A short summary of the Assignment to appear in the ICC Index is as follows:

"Assignment of security interest in all subleases of 150 covered hopper cars, CRDX numbers."

Enclosed is a check in the amount of thirty dollars (\$30.00) in payment of the filing fees.

Once the filings have been made, please return to bearer the stamped counterparts of the Lease and the Assignment not needed for your files, together with the fee receipt, the letter from the ICC acknowledging the filings, 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
The CIT Group/Equipment
Financing, Inc.

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

Enclosures

BY HAND

Interstate Commerce Commission
Washington, D.C. 20423

2/26/91

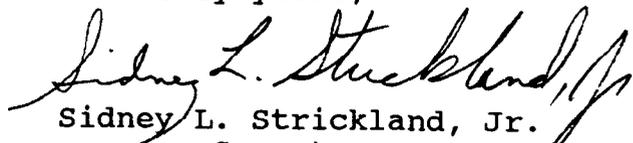
OFFICE OF THE SECRETARY

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 2/26/91 at 11:15am, and assigned recordation number(s) 17237 & 17237-A, 17238, 17238-A, 17239, 17239-A, 17240, 17240-A & 17241 17241-A

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

17237

RECORDED IN _____ FILED IN

FEB 26 1991 -11 15 AM

MEMORANDUM OF
MASTER LEASE AGREEMENT INTERSTATE COMMERCE COMMISSION

This Memorandum of Master Lease Agreement is intended to evidence the Master Lease Agreement, dated as of February 26, 1991 (the "Lease") between The CIT Group/Equipment Financing, Inc., a New York corporation (the "Lessor") and Chicago Freight Car Leasing Co., a Delaware 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 the railway covered hopper cars more fully described in Schedule A hereto (the "Equipment"). The Lessee leased from the Lessor the Equipment at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, the Lessor and Lessee, each pursuant to due authority, have executed this Memorandum of Lease as of this 26th day of February, 1991.

LESSOR:

THE CIT GROUP/ EQUIPMENT FINANCING,
INC.

By: John A. Rossi
Its: Vice President

LESSEE:

CHICAGO FREIGHT CAR LEASING CO.

By: Fred A. Sasser
Its: President

STATE OF ILLINOIS)
) S.S
COUNTY OF COOK)

On this 25th day of February, 1991, before me personally appeared John S. Rossi, to me personally known, who, being by me duly sworn, says that he is Vice President of The CIT Group/Equipment Financing, Inc., that said instrument 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.



Juliana Carol McFadden
NOTARY PUBLIC

My Commission Expires:

3-4, 1992

[Notarial Seal]

STATE OF ILLINOIS)
) S.S
COUNTY OF COOK)

On this 25th day of February, 1991, before me personally appeared Fred P. Lasser, to me personally known, who, being by me duly sworn, says that he is President of Chicago Freight Car Leasing Co., that said instrument 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.

Constance M. Sumara
NOTARY PUBLIC

My Commission Expires:

4/15, 1991

[Notarial Seal]

" OFFICIAL SEAL "
CONSTANCE M. SUMARA
NOTARY PUBLIC, STATE OF ILLINOIS
My Commission Expires 4/15/91

SCHEDULE A

Equipment Schedule

Equipment Description

Equipment Numbers

One Hundred (100) two compartment, 100 ton railway covered hopper cars built by Thrall Manufacturing Co. in 1989.

CRDX 9200-9299

Fifty (50) two Compartment, 100 ton railway covered hopper cars built by Trinity Industries, Inc. in ~~1989~~
1990/12

CRDX 9300-9319
CRDX 9370-9399