

FILE SECOND 2<sup>nd</sup>

WILMER, CUTLER & PICKERING

17238

2445 M STREET, N W.

REGISTRATION NO \_\_\_\_\_ FILED 145

WASHINGTON, D C. 20037-1420

FEB 26 1991 -11:55 AM

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REGISTRATION NO \_\_\_\_\_ FILED 145

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INTERSTATE COMMERCE COMMISSION

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February 26, 1991

\$30.00 Filing Fee

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 Lease Agreement ("Lease") dated as of February 20, 1991, and (2) a secondary document, not previously recorded, entitled Assignment and Security Agreement ("Assignment") granted as of February 26, 1991.

*New Number*  
*(1) Assignment (1) Lease*

The parties to the enclosed Lease are:

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

Borden, Inc. - Lessee  
180 East Broad Street  
Columbus, Ohio 43215

The said Lease covers the leasing of those certain six covered hopper cars as identified therein.

The units of equipment covered by the Lease are those covered hopper cars identified therein, namely, CRDX 9370-9375.

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

"Lease of 6 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 the above Lease as to the units covered therein.

The units of equipment covered by the Assignment, among others, are those six covered hopper cars identified in the above Lease, namely CRDX 9370-9375.

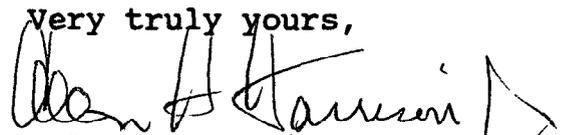
A short summary of the Assignment to appear in the ICC Index is as follows:

"Assignment of security interest in the above Lease of six covered hopper cars, CRDX 9370-9375."

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

FEB 26 1991 - 11 15 AM

MEMORANDUM OF LEASE AGREEMENT INTERSTATE COMMERCE COMMISSION

THIS MEMORANDUM OF LEASE AGREEMENT is made as of this 20th day of February, 1991, by and between Chicago Freight Car Leasing Co. ("Lessor"), having its principal offices at One O'Hare Centre, 6250 North River Road, Suite 5010, Rosemont, Illinois 60018 and Borden, Inc. ("Lessee"), having its principal office at 180 E. Broad St., Columbus, Ohio 43215.

WITNESSETH:

Pursuant to a Lease of Railway Covered Hopper Cars dated May 7, 1990, Lessor has leased to Lessee 6 railcars initialed CRDX and numbered 9370-9375, inclusive.

This Memorandum of Lease Agreement may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have duly executed this Memorandum as of the day and year first above written.

CHICAGO FREIGHT CAR LEASING CO.

By: *Fred R. Sasser*  
Name Printed: FRED R. SASSER  
Its: President

BORDEN, INC.

By: *W A Talmadge* *Wek*  
Name Printed: William A. Talmadge  
Its: Director of Distribution

*Copy Sent*

State of OHIO

County of FRANKLIN ss:

On this 22 nd day of February, 1991 before me personally appeared William A. Talmadge to me personally known, who being by me duly sworn, say that (s)he is the Dir. of Distribution of Borden, Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)



Ronald A. Kistner  
Signature of Notary Public

My Commission expires 2-23-92

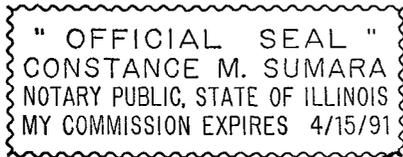
RONALD A. KISTNER  
Notary Public, State of Ohio  
My Commission Expires 2-23-92

State of Illinois

County of Cook ss:

On this 22nd day of February, 1991 before me personally appeared Fred R. Sasser to me personally known, who being by me duly sworn, say that (s)he is the President of Chicago Freight Car Leasing Co., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)



Constance M. Sumara  
Signature of Notary Public

My Commission expires 4/15/91