



NORTHBROOK CORPORATION

July 2, 1991

17428
RECEIVED BY _____ FILED BY _____

JUL 11 1991 -10 30 AM

INTERSTATE COMMERCE COMMISSION

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

RE: Enclosed Documents

Dear Ms. McGee:

Please find enclosed a Memorandum of Purchase Agreement dated June 5, 1991 by and between The Atchison, Topeka and Santa Fe Railway Company ("Seller") and Upper Merion and Plymouth Leasing Co. ("Buyer").

Previously forwarded to you was a check in the amount of \$15.00, a copy of which is attached. Please register the documents, and return the originals to the attention of Tracy Boyce, Contract Coordinator, Northbrook Corporation, 900 N. Michigan Ave. Suite 2860, Chicago, IL 60611.

If you have any questions, please do not hesitate to call me at (312) 915-2935.

Sincerely,

Tracy A. Boyce
Contract Coordinator
Rail Division

Interstate Commerce Commission
Washington, D.C. 20423

7/11/91

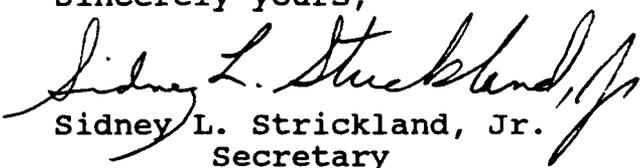
OFFICE OF THE SECRETARY

Tracy A. Boyce
NorthBrook Corporation
900 North Michigan Avenue Suite 2860
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 7/11/91 at 10:30am, and assigned recordation number(s). 17428

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

17428
~~RECEIVED~~

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INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF
PURCHASE AGREEMENT

Dated as of June 5, 1991

Between

THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY ("SELLER")

and

UPPER MERION AND PLYMOUTH LEASING CO ("BUYER")

Memorandum of Purchase Agreement, made and entered into as of June 5, 1991, by and between The Atchison, Topeka and Santa Fe Railway Company ("Seller") and Upper Merion and Plymouth Leasing Co. ("Buyer").

WITNESSETH:

The term and certain other provisions as stated in the Bill of Sale 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 5th day of June, 1991.

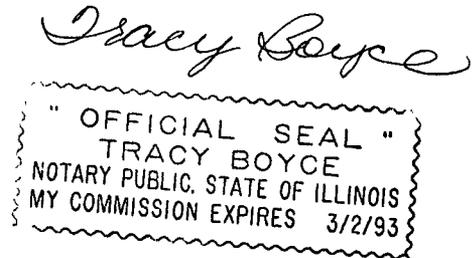
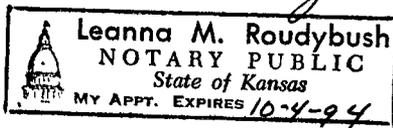
THE ATCHISON, TOPEKA AND
SANTA FE RAILWAY COMPAY ("SELLER")

BY: *B. R. Babsh*
Assistant Vice President
TITLE: Purchases and Materials

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

BY: *Gerald T. Kilgore*
TITLE: VICE PRESIDENT

Notarized: *Leanna M. Roudybush*





The Atchison, Topeka and Santa Fe Railway Company

901 NE River Road
Fax No (913) 295-5083

PURCHASES AND MATERIALS DEPARTMENT
P O Box 1674

Topeka, Kansas 66601
Telex No 47-7203/TWX 910 744-6708

EXHIBIT A

One (1) 100 ton 5250 cubic foot capacity, ACF built covered hopper car equipped with 20" circular hatches and pneumatic outlets. Initialed and numbered as follows:

ATSF 400060

SMH/0360h (0188h).