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RECORDING NO 17533 FILED 1425

SEP 23 1991 - 8 50 AM
INTERSTATE COMMERCE COMMISSION

September 23, 1991

[B Transaction; 3]

\$15,000 filing fee

SEP 23 0 47 AM '91
RECEIVED

Dear Mr. Strickland:

On behalf of General Electric Railcar Leasing Services Corporation, I submit for filing and recording under 49 U.S.C. § 11303(a) and the regulations promulgated thereunder, two executed counterparts of a primary document, not previously recorded, entitled Memorandum of Collateral Assignment and Security Agreement ("Security Agreement").

New Number
Counterparty

The parties to the enclosed Security Agreement are:

Northbrook Rail Corporation - For indexing -
Assignor
900 North Michigan Avenue
Suite 2860
Chicago, Illinois 60611

General Electric Railcar Leasing Services Corporation
- For indexing - Assignee
33 West Monroe Street
Suite 2400
Chicago, Illinois 60603

The said Security Agreement, among other things, is a grant by Assignor to Assignee of a security interest in, to and under the Subleases of certain railcars as identified therein.

The units of equipment covered by the Security Agreement are those identified in Schedule 1 thereto.

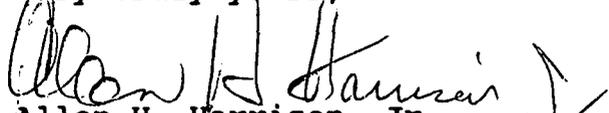
A short summary of the Security Agreement to appear in the ICC Index is as follows:

"Security interest in Subleases of units identified in Schedule 1."

Enclosed is a check in the amount of fifteen dollars (\$15) in payment of the filing fee.

Once the filing has been made, please return to the bearer stamped counterpart of the document not required for filing purposes, 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,


Allen H. Harrison, Jr.
Attorney for General Electric
Railcar Leasing Services for
the purposes of this filing.

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

Enclosures

AHH/iw

BY HAND

REGISTRATION NO. 7533
SEP 23 1991 - 8 50 AM

INTERSTATE COMMERCE COMMISSION

[B TRANSACTION; 3]

MEMORANDUM OF COLLATERAL ASSIGNMENT
AND SECURITY AGREEMENT

This Memorandum of Collateral Assignment and Security Agreement is made as of the 12th day of September, 1991 by and between GENERAL ELECTRIC RAILCAR LEASING SERVICES CORPORATION, a Delaware corporation ("Lessor"), having an address at 33 West Monroe Street, Suite 2400, Chicago, Illinois 60603 and NORTHBROOK RAIL CORPORATION, an Illinois corporation ("Lessee"), having an address at 900 North Michigan Avenue, Suite 2860, Chicago, Illinois 60611.

1. Lessor has leased to Northbrook Corporation, a Delaware corporation ("Northbrook") and Northbrook has leased from Lessor certain railroad cars as more fully described on Schedule 1 attached hereto and made a part hereof (the "Units") pursuant to Car Leasing Agreement No. 6099-83 dated as of September 1, 1986 and the various Riders from time to time made a part thereof (hereinafter collectively referred to as the "Lease Agreement"), which Units have been subleased to various sublessees (individually, a "Sublessee" and collectively, the "Sublessees") pursuant to certain sublease agreements (individually, a "Sublease" and collectively the "Subleases").

2. Pursuant to an Assignment and Assumption Agreement dated as of September 12, 1991, Northbrook has assigned to Lessee, and Lessee has assumed, all of Northbrook's right, title, interest, duties and obligations under the Lease Agreement and the Subleases.

3. Pursuant to a Collateral Assignment and Security Agreement dated as of September 12, 1991, as security for the performance of Lessee's obligations under, inter alia, the Lease Agreement, Lessee has granted to Lessor a security interest in, and chattel mortgage on, all of the following:

All right, title, interest, powers and privileges of Lessee as sublessor under the Subleases and under any amendment or modification of the Subleases and in any extension of the term of the Subleases or any future sublease of the Units by Lessee to the Sublessees or in any such sublease of any railcars which are in replacement of, or in substitution for, the Units including, and without limiting the generality of the foregoing, Lessee's interest in all amounts to be paid by the Sublessees under the Subleases, and the proceeds resulting from the exercise by Lessee

of its rights under the Subleases, and in the car hire and mileage payments due to Lessee from railway companies on account of the use of the Units on their tracks and in all proceeds of any of the foregoing rights and properties. The foregoing assignment by Lessee of its right, title, interest, powers and privileges under the Subleases shall include, without limitation, (i) all rents thereunder, (ii) all claims for damages arising out of the breach of any Sublease, (iii) the right, if any, to terminate any Sublease, to perform thereunder and to compel performance of the terms thereof, (iv) the right to take possession of the Units and to use any and all of the Units, (v) the right to make all waivers and agreements and to enter into any amendments relating to any Sublease or any provision thereof, (vi) the right to take such action upon the occurrence of an event of default under any Sublease, including, without limitation, the commencement, conduct and consummation of legal, administrative or other proceedings, as shall be permitted by any Sublease or by law, (vii) all other rights, claims, causes of action, if any, which Lessee may have against any Sublessee with respect to any Sublease including, without limitation, the right to exercise any options or remedies under such Subleases, and (viii) all books, records, reports, reports and documents, in whatever form and whenever located relating in any way to the foregoing, including, without limitation, all maintenance records, plans, specifications, Sublease records and reports.

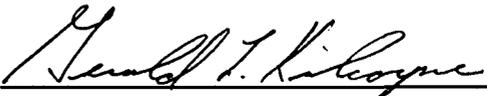
4. The purpose of this Memorandum of Collateral Assignment and Security Agreement is to provide notice of the foregoing Collateral Assignment and Security Agreement. As between Lessor and Lessee, if this Memorandum of Collateral Assignment and Security Agreement conflicts with the provision of the Collateral Assignment and Security Agreement, the provisions of the Collateral Assignment and Security Agreement shall control.

IN WITNESS WHEREOF, Lessor and Lessee have executed this Memorandum of Collateral Assignment and Security Agreement as of the day and year first above written.

GENERAL ELECTRIC RAILCAR
LEASING SERVICES CORPORATION

By: 
Its: President

NORTHBROOK RAIL CORPORATION

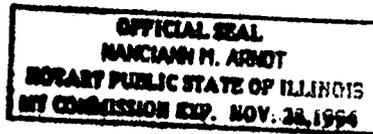
By: 
Its: EXECUTIVE VICE PRESIDENT

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

I, the undersigned, a Notary Public in and for the County and State aforesaid, do hereby certify that G.R. Ambrose, a President of GENERAL ELECTRIC RAILCAR LEASING SERVICES CORPORATION, personally known to me to be the person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that he signed and delivered this instrument as his free and voluntary act for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal this 12th day of September, 1991.

Nancy Ann Arnold
Notary Public



My Commission Expires:

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

I, the undersigned, a Notary Public in and for the County and State aforesaid, do hereby certify that Gerald L. Wilcoyne, a Executive Vice President of NORTHBROOK RAIL CORPORATION, personally known to me to be the person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that he signed and delivered this instrument as his free and voluntary act for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal this 12th day of September, 1991.

Carmen Palha
Notary Public



My Commission Expires:

SCHEDULE 1 TO MEMORANDUM OF COLLATERAL
ASSIGNMENT AND SECURITY AGREEMENT
BETWEEN
GENERAL ELECTRIC RAILCAR LEASING SERVICES CORPORTION
AND
NORTHBROOK RAIL CORPORATION

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UMP 489413	UMP 800329	UMPX 7479	UMPX 081323
UMP 489417	UMP 800343	UMPX 7498	UMPX 081329
UMP 489418	UMP 800361	UMPX 080503	UMPX 081342
UMP 489419	UMP 800396	UMPX 080588	UMPX 081348
UMP 489421	UMP 800459	UMPX 080597	WSOX 6820
UMP 489425	UMP 800569	UMPX 080601	WSOX 6822
UMP 489427	UMP 800579	UMPX 080609	WSOX 6823
UMP 489432	UMP 800590	UMPX 080617	WSOX 6826
UMP 489435	UMP 800593	UMPX 080633	WSOX 6830
UMP 489437	UMP 800596	UMPX 080639	WSOX 6840
UMP 489440	UMP 800642	UMPX 080663	WSOX 6844
UMP 489450	UMP 800654	UMPX 080667	WSOX 6849
UMP 489451	UMP 800847	UMPX 080686	WSOX 6855
UMP 489454	UMP 800876	UMPX 080710	WSOX 6856
UMP 489458	UMP 801059	UMPX 080728	WSOX 6858
UMP 489459	UMP 801068	UMPX 080734	WSOX 6859
UMP 489469	UMP 801083	UMPX 080752	WSOX 6891
UMP 489471	UMP 801117	UMPX 080756	WSOX 6902
UMP 489473	UMP 801243	UMPX 080777	WSOX 6919
UMP 489475	UMP 801255	UMPX 080778	WSOX 7464
UMP 489476	UMP 801262	UMPX 080779	WSOX 7483
UMP 489478	UMP 801271	UMPX 080787	WSOX 7500
UMP 489488	UMP 801289	UMPX 080809	WSOX 7509
UMP 489489	UMP 801297	UMPX 080895	WSOR 9124
UMP 489490	UMP 801344	UMPX 080899	WSOR 19010
UMP 489491	UMPX 6821	UMPX 080905	WSOR 19020
UMP 489493	UMPX 6827	UMPX 080916	WSOR 63421
UMP 489521	UMPX 6837	UMPX 080924	WSOX 300100

WSOX 300101	WSOR 482557
WSOR 300103	WSOR 482580
WSOX 300104	WSOR 482586
WSOX 300112	WSOR 482588
WSOR 300118	WSOR 482600
WSOR 300120	WSOR 482628
WSOX 300122	WSOR 483159
WSOX 300125	WSOR 483164
WSOX 300128	WSOR 483207
WSOR 300130	WSOR 483248
WSOX 300133	WSOR 483480
WSOR 300134	WSOR 483482
WSOX 300135	WSOR 483483
WSOX 300138	WSOR 483485
WSOR 300139	WSOR 483489
WSOX 300140	WSOR 483493
WSOR 300143	WSOR 483494
WSOR 300145	WSOR 483498
WSOR 300146	WSOR 483499
WSOR 300153	WSOR 483513
WSOR 300157	WSOR 483524
WSOX 300161	WSOR 483527
WSOR 300162	WSOR 483528
WSOR 300165	WSOR 483609
WSOR 300168	WSOR 483616
WSOR 300169	WSOR 483618
WSOX 300172	WSOR 483630
WSOR 300176	WSOR 483652
WSOR 300182	WSOR 483998
WSOR 300186	WSOR 484002
WSOX 300189	WSOR 484489
WSOR 300194	WSOR 484496
WSOR 300195	WSOR 484505
WSOR 300196	WSOR 484506
WSOX 300198	WSOR 484509
WSOR 300199	WSOR 485049
WSOR 477544	WSOR 487290
WSOR 480200	WSOR 487293
WSOR 480560	WSOR 487880
WSOR 480571	WSOR 488426
WSOR 480780	WSOR 488469
WSOR 480791	WSOR 488493
WSOR 480804	WSOR 488660
WSOR 480808	WSOR 489455
WSOR 480921	
WSOR 480931	
WSOR 480932	
WSOR 482109	
WSOR 482119	
WSOR 482136	
WSOR 482181	
WSOR 482196	
WSOR 482199	
WSOR 482539	

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