

18367
RECORDATION NO. 18367
FILED 183

AUG 24 1993 12:16 PM

INTERSTATE COMMERCE COMMISSION

[Handwritten scribbles and signatures over the stamp]

AUG 24 1993 12:16 PM
INTERSTATE COMMERCE COMMISSION

DONELAN, CLEARY, WOOD & MASER, P. C.

ATTORNEYS AND COUNSELORS AT LAW

SUITE 850

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WASHINGTON, D. C. 20005-4078

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AUGUST 24, 1993

New Recordation No. -A and -B

3-236A011

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INTERSTATE COMMERCE COMMISSION

\$48.00 filing fee

AUG 24 12:16 PM '93

Dear Mr. Strickland:

On behalf of Greyhound Financial Corporation, I submit for filing and recording under 49 U.S.C. § 11303 and the regulations promulgated thereunder, counterparts of three documents, first a primary document, not previously recorded, entitled Memorandum of Lease, executed June 25, 1993, to be recorded under a new Recordation No., and two related secondary documents, neither previously recorded, entitled, as to the one to be recorded under -A, Assignment of Lease and the other, to be recorded under -B, entitled Collateral Assignment and Agreement.

1. The parties to the Memorandum of Lease ("Lease"), executed June 25, 1993, to be recorded under a new Recordation No., are:

Pac Rail - LESSOR
Suite 1655
Two Embarcadero Center
San Francisco, CA 94111

Illinois Central Railroad Company - LESSEE
455 North Cityfront Plaza Drive
Chicago, Illinois 60611-5504

The said Lease covers the leasing by the Lessor to the Lessee of some fifty nine (59) open top hopper cars.

The equipment covered in the Lease is as identified in Appendix A to the Lease.

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

"Lease of 59 open top hoppers, IC and ICG numbers."

2. The parties to the Assignment of Lease, to be recorded under -A, are:

Pac Rail - ASSIGNOR
Suite 1655
Two Embarcadero Center
San Francisco, CA 94111

Pac Rail II - ASSIGNEE
Suite 1655
Two Embarcadero Center
San Francisco, CA 94111

See next page for cross indexing

Handwritten signature: C. H. ...

DONELAN, CLEARY, WOOD & MASER, P. C.

The aforesaid Assignment of Lease, assigns all right, title and interest of Assignor to Assignee in, to and under the above Lease and the related lease mentioned therein, and the said Assignment of Lease should be recorded under -A of the new Recordation No. assigned to the Lease.

The equipment covered by the Assignment of Lease is all the equipment covered by the Lease.

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

“Assignment of Lease.”

3. The parties to the Collateral Assignment and Agreement, to be recorded under -B, are:

Pac Rail II - ASSIGNOR
Suite 1655
Two Embarcadero Center
San Francisco, CA 94111

Greyhound Financial Corporation - ASSIGNEE
Dial Corporate Center
Dial Tower
Phoenix, Arizona 85077

The aforesaid Collateral Assignment and Agreement grants, assigns and sets over from the Assignor to the Assignee a security interest in, to and under the above Lease and the said Collateral Assignment and Agreement should be recorded under -B of the new Recordation No. assigned to the Lease.

The equipment covered by the Collateral Assignment and Agreement is all the equipment covered by the Lease.

A short Summary of the Collateral Assignment and Agreement to appear in the ICC Index is as follows:

“Assigns Security Interest in Lease.”

Please index separately the names of the two above-mentioned Assignees in the ICC “Vendee/Assignee” Index Book (“white pages”) as follows:

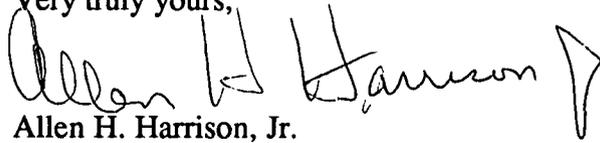
1. Index under Pac Rail II saying, “See Recordation No/8367-A.”
2. Index under Greyhound Financial Corporation saying, “See Recordation No. 18367 -B.”

Enclosed is a check in the amount of forty eight (\$48.00) in payment of the filing fees.

DONELAN, CLEARY, WOOD & MASER, P. C.

Once the filings have been made, please return to bearer the stamped counterpart(s) of the documents not required for filing purposes, 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,

A handwritten signature in cursive script that reads "Allen H. Harrison, Jr." with a large, stylized flourish at the end.

Allen H. Harrison, Jr.
*Attorney for Greyhound Financial
Corporation for the purpose of this filing.*

Honorable Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423
Enclosures
BY HAND
8346-020

Interstate Commerce Commission
Washington, D.C. 20423

8/24/93

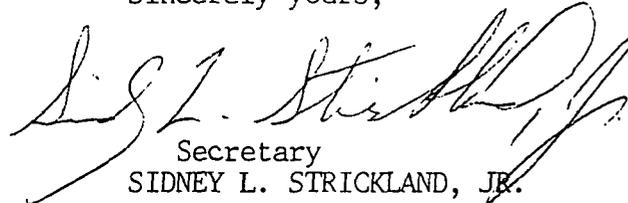
OFFICE OF THE SECRETARY

Allen H Harrison, Jr
Donelan Cleary, Wood & Maser
1275 K St N.W. Suite 850
Washington, D.C. 20005

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 8/24/93 at 12:25pm, and assigned
recordation number(s). 18367, 18367-A & 18367-B

Sincerely yours,


Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

274.14

New Member
1st

18367

REGISTRATION NO. FILED 1993

AUG 24 1993 - 12:52 PM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASE

RLC 106
FC 5

October 8th

On the date hereof, the parties hereto entered into the Equipment Schedule No. 2 dated January 1, 1992 which incorporates all the terms and conditions of that certain Master Railroad Equipment Lease dated ~~October 15~~, 1990 between Pac Rail, having its office at Two Embarcadero, Suite 1655, San Francisco, CA 94111, as lessor, and Illinois Central Railroad, having an office at 455 North Cityfront Plaza Drive Chicago, IL 60611-5504, as lessee, pursuant to which Illinois Central Railroad leased from Pac Rail the equipment described in Appendix A.

Executed this 25th day of June, 1993.

PAC RAIL

By:

Name:

Title:

Edward J. Convey
EDWARD J. CONVEY
PRESIDENT

ILLINOIS CENTRAL RAILROAD

By:

Name:

Title:

D.A. Koman
D.A. KOMAN
TREASURER

APPENDIX A

**83 TON OPEN HOPPERS
(59 EACH)**

IC 340418	ICG 340519
IC 340531	ICG 340520
IC 340533	ICG 340521
IC 340548	ICG 340522
ICG 340400	ICG 340523
ICG 340401	ICG 340524
ICG 340402	ICG 340525
ICG 340403	ICG 340527
ICG 340404	ICG 340528
ICG 340405	ICG 340529
ICG 340406	ICG 340530
ICG 340407	ICG 340532
ICG 340408	ICG 340534
ICG 340409	ICG 340535
ICG 340410	ICG 340536
ICG 340411	ICG 340537
ICG 340412	ICG 340538
ICG 340413	ICG 340539
ICG 340414	ICG 340540
ICG 340415	ICG 340541
ICG 340416	ICG 340542
ICG 340417	ICG 340543
ICG 340445	ICG 340544
ICG 340446	ICG 340545
ICG 340500	ICG 340546
ICG 340501	ICG 340547
ICG 340515	ICG 340549
ICG 340516	ICG 340550
ICG 340517	ICG 340526
ICG 340518	

ACKNOWLEDGMENT

STATE OF CALIFORNIA)
)
COUNTY OF SAN FRANCISCO) ss

On 6/25/93, before me, personally appeared Edward A. Garvey, President, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Signature: John Copoulos (Seal)
Notary Public

My Commission Expires: 3/21/97



ACKNOWLEDGMENT

STATE OF Illinois)
)
COUNTY OF Cook) SS

On July 26, 1993, before me, (her insert name and title of the officer), personally appeared Douglas A. Koman, Treasurer personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature: Karen A. McCarthy (Seal)
Notary Public

My Commission Expires: 