

3/22/93

3-236A010

18368
RECORDATION NO. FILED 1993

DONELAN, CLEARY, WOOD & MASER, P. C.
ATTORNEYS AND COUNSELORS AT LAW

18368
RECORDATION NO. FILED 1993

AUG 24 1993 - 2:42 PM
INTERSTATE COMMERCE COMMISSION

SUITE 850
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WASHINGTON, D. C. 20005-4078
TELEPHONE: (202) 371-9500
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AUG 24 1993 1:35 PM
INTERSTATE COMMERCE COMMISSION

18368
RECORDATION NO. FILED 1993

August 24, 1993.

AUG 24 1993 - 12:25 PM
INTERSTATE COMMERCE COMMISSION

New Recordation No., -A and -B

Dear Mr. Strickland:

\$48.00 filing fee

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

Peabody Terminals, Inc. - LESSEE
200 North Broadway
St. Louis, Missouri 63102

The said Lease covers the leasing by the Lessor to the Lessee of some one hundred fifty-five (155) gondola 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 155 gondolas, PRAX 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

AUG 24 12 17 PM '93
NOT FOR CIRCULATING UNIT

See next page for
cross indexing.

C. A. Hanrahan
C. A. Hanrahan

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.”

NOTE →

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

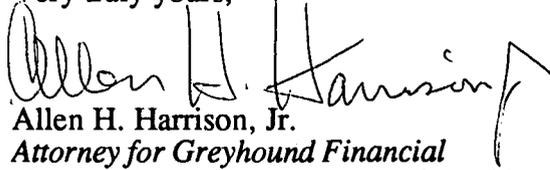
1. Index under Pac Rail II saying, “See Recordation No. 18368-A:”
2. Index under Greyhound Financial Corporation saying, “See Recordation No. 18368-B.”

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,


Allen H. Harrison, Jr.
*Attorney for Greyhound Financial
Corporation for then 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.
Washington, D.C. 20005

Dear **sir:**

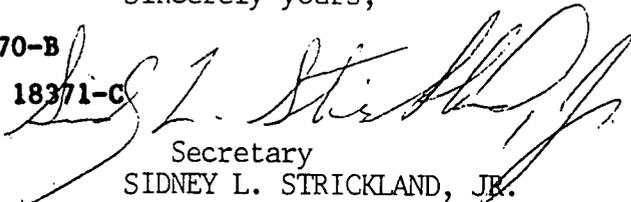
The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **8/24/93** at **12:25pm**, and assigned recordation number(s). **18367, 18367-A & 18367-B, 18368, 18368-A & 18368-B**

18369, 18369-A, 16983-B

Sincerely yours,

18370, 18370-A & 18370-B

18371, 18371-A 18371-B & 18371-C


Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

Handwritten notes: "Note: Regular" and "2 mo" with arrows pointing to the top left of the page.

18368
REGISTRATION FLD 12

AUG 24 1993 12 25 PM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASE

On the date hereof, the parties hereto entered into Rider No. 1 and Rider No. 2 dated May 15, 1991 and Rider No. 3 dated November 18, 1992 which incorporates all the terms and conditions of that certain Railroad Car Lease Agreement dated May 5, 1991 between Pac Rail, having its office at Two Embarcadero, Suite 1655, San Francisco, CA 94111, as lessor, and Peabody Terminals, Inc., having an office at 200 North Broadway, St. Louis, MO 63102, as lessee, pursuant to which Peabody Terminals, Inc. leased from Pac Rail the equipment described in Appendix A.

Executed this 25th day June, 1993.

PAC RAIL

By:

Name:

Title:

[Signature]
Edward A. Convey
PRESIDENT

PEABODY TERMINALS, INC

By:

Name:

Title:

[Signature]
R. M. WHITING
VICE PRESIDENT

APPENDIX A

RIDER NO. 2 RAILROAD CAR LEASE AGREEMENT

One hundred fifty five (155) used 1979 Berwick built, 4170 cubic foot, 100 ton gondola cars ("bathtub" type) equipped with one rotary coupler bearing the following PRAX mark:

99001	99049	99097	99169
99002	99050	99098	99170
99003	99051	99099	99172
99004	99052	99100	99173
99005	99053	99101	99174
99006	99054	99102	99175
99007	99055	99105	99176
99008	99056	99106	99177
99009	99057	99107	99178
99010	99058	99108	99179
99011	99059	99110	99180
99012	99060	99112	
99013	99061	99115	
99014	99062	99116	
99015	99063	99117	
99016	99064	99119	
99017	99065	99121	
99018	99066	99123	
99019	99067	99125	
99020	99068	99128	
99021	99069	99130	
99022	99070	99132	
99023	99071	99133	
99024	99072	99136	
99025	99073	99138	
99026	99074	99139	
99027	99075	99140	
99028	99076	99141	
99029	99077	99143	
99030	99078	99144	
99031	99079	99146	
99032	99080	99147	
99033	99081	99148	
99034	99082	99149	
99035	99083	99151	
99036	99084	99152	
99037	99085	99153	
99038	99086	99154	
99039	99087	99155	
99040	99088	99156	
99041	99089	99157	
99042	99090	99159	
99043	99091	99160	
99044	99092	99162	
99045	99093	99164	
99046	99094	99165	
99047	99095	99166	
99048	99096	99168	

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 C Copoulos (Seal)
Notary Public

My Commission Expires: 3/21/97



