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REGISTRATION NO. 18369 FILED 1993

3-236A009

AUG 24 1993 12:42 PM

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REGISTRATION NO. 18369 FILED 1993

AUG 24 1993 12:42 PM

INTERSTATE COMMERCE COMMISSION

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REGISTRATION NO. 18369 FILED 1993

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INTERSTATE COMMERCE COMMISSION

August 24, 1993

New Recordation No., -A and -B

\$ 48.00 filing fee

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

S00 Line Railroad Company - LESSEE  
S00 Line Building  
Minneapolis, Minnesota 55440

The said Lease covers the leasing by the Lessor to the Lessee of some one hundred five (105) 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 105 open top hopper cars S00 62523-62632, less 62546, 62563, 62605, 62607 and 62614."

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

AUG 24 12:47 PM '93  
MOTOR OPERATING UNIT

Counterparts - G. H. Hamm

See next page for Cross Indexing

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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<br>Suite 1655<br>Two Embarcadero Center<br>San Francisco, CA 94111                   | - | ASSIGNOR |
| Greyhound Financial Corporation<br>Dial Corporate Center<br>Dial Tower<br>Phoenix, Arizona 85077 | - | ASSIGNEE |

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:

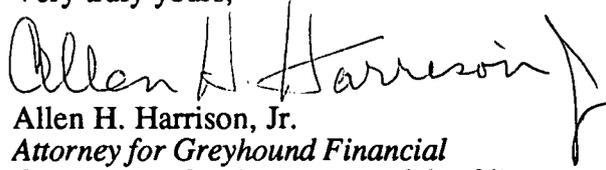
1. Index under Pac Rail II saying, “See Recordation No. 18369-A:”
2. Index under Greyhound Financial Corporation saying, “See Recordation No. 18369-B.”

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 long, sweeping flourish extending to the right.

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

New Member  
3rd

18369  
AUG 24 1993 2:44 PM  
INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASE

On the date hereof, the parties hereto entered into the Equipment Schedule No. 1-A dated October 1, 1992 which incorporates all the terms and conditions of that certain Railroad Equipment Master Lease dated October 1, 1992 between Pac Rail, having its office at Two Embarcadero, Suite 1655, San Francisco, CA 94111, as lessor, and Soo Line Railroad Company, having an office at Soo Line Building, Minneapolis, MN 55440, as lessee, pursuant to which Soo Line Railroad Company leased from Pac Rail the equipment described in Appendix A.

Executed this 30th day June, 1993.

PAC RAIL

By:

Name:

Title:

*[Signature]*  
*[Signature]*  
*[Signature]*

SOO LINE RAILROAD COMPANY

By:

Name:

Title:

*[Signature]*  
(Sgd.) R.A. Sallee  
Vice-President  
Marketing, HH

**APPENDIX A**

**105 IN SERVICE - 5 DESTROYED**

One Hundred Five (105) 4,000 cubic-foot, 100-ton capacity open top hopper cars equipped with Rotary Couplers to Bethlehem Steel Specification 3400-529.

62523	62550	62577	62604
62524	62551	62578	▶ 62605
62525	62552	62579	62606
62526	62553	62580	▶ 62607
62527	62554	62581	62608
62528	62555	62582	62609
62529	62556	62583	62610
62530	62557	62584	62611
62531	62558	62585	62612
62532	62559	62586	62613
62533	62560	62587	▶ 62614
62534	62561	62588	62615
62535	62562	62589	62616
62536	▶ 62563	62590	62617
62537	62564	62591	62618
62538	62565	62592	62619
62539	62566	62593	62620
62540	62567	62594	62621
62541	62568	62595	62622
62542	62569	62596	62623
62543	62570	62597	62624
62544	62571	62598	62625
62545	62572	62599	62626
▶ 62546	62573	62600	62627
62547	62574	62601	62628
62548	62575	62602	62629
62549	62576	62603	62630
			62631
			62632

▶ These cars are to be excluded from the list leased to the Soo Line. They are cars that have been destroyed.

ACKNOWLEDGMENT

Province of British Columbia  
STATE OF By  
COUNTY OF Vancouver

SS

BERNARD W HOESCHEN,  
NOTARY PUBLIC  
RICK A. SALLEE

On August 20, 1993, before me, (her insert name

and title of the officer), personally appeared

RICK A. SALLEE, Vice-President 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: Bernard Hoesch  
Notary Public

(Seal)

My Commission Expires: life

BERNARD W. HOESCHEN  
Barrister & Solicitor  
SUITE 360, THE STATION  
601 WEST CORDOVA STREET  
VANCOUVER, B.C. V6B 1G1  
TELEPHONE: 643-3552

A NOTARY PUBLIC IN  
AND FOR THE PROVINCE  
OF BRITISH COLUMBIA

ACKNOWLEDGMENT

STATE OF CALIFORNIA )  
 )  
COUNTY OF SAN FRANCISCO ) ss

On 10/30/93, before me, *John C. Copoulos,* 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*  
Notary Public

(Seal)

My Commission Expires: 3/21/97

