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August 24, 1993

New Recordation No. -A and -B

3-236A008

REGISTRATION NO. 18370 FILED 1993

AUG 24 1993 12:05 PM

INTERSTATE COMMERCE COMMISSION

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INTERSTATE COMMERCE COMMISSION

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AUG 24 1993 12:05 PM  
INTERSTATE COMMERCE COMMISSION

Dear Mr. Strickland:

*#48. 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 Suite 1655 Two Embarcadero Center San Francisco, CA 94111	-	LESSOR
The Wheeling & Lake Erie Railway Company 100 E. First Street Brewster, Ohio 44613	-	LESSEE

The said Lease covers the leasing by the Lessor to the Lessee of some twenty seven (27) 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 27 open top hopper cars WE numbers."

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

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

AUG 24 12 17 PM '93  
HOTCAR OPERATING UNIT

*See Next Page for cross  
indexing*

*Completed by H. K. Hansen*

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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 - 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:

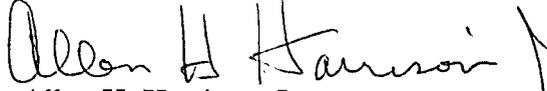
1. Index under Pac Rail II saying, “See Recordation No. 18370-A.”
2. Index under Greyhound Financial Corporation saying, “See Recordation No. 18370-B.”

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 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

4th

18370  
REGISTRATION NO. FILED

AUG 24 1993 12:22 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 June 10, 1992 between Pac Rail, having its office at Two Embarcadero, Suite 1655, San Francisco, CA 94111, as lessor, and The Wheeling & Lake Erie Railroad Company, having an office at, 100 East First Street, Brewster, OH 44613, as lessee, pursuant to which The Wheeling & Lake Erie Railroad Company leased from Pac Rail the equipment described in Appendix A.

Executed this 25th day June, 1993.

PAC RAIL

By:

Name:

Title:

  
Edward J. Kelly  
PRESIDENT

THE WHEELING & LAKE ERIE  
RAILROAD COMPANY

By:

Name:

Title:

  
Larry R. Parsons  
President & CEO

## APPENDIX A

### Description of Equipment

Twenty-seven (27), 100 ton, 2 pocket open top hopper railcars built by Portec in 1979 identified as follows:

WE 2001	WE 2041
WE 2005	WE 2047
WE 2007	WE 2049
WE 2009	WE 2054
WE 2012	WE 2055
WE 2024	WE 2057
WE 2028	WE 2060
WE 2031	WE 2067
WE 2032	WE 2069
WE 2034	WE 2074
WE 2035	WE 2076
WE 2036	WE 2083
WE 2037	WE 2094
WE 2039	

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 Ohio )  
COUNTY OF Stark ) ss

On July 28, 1993, before me, (her insert name and title of the officer), personally appeared Jerry R. Parsons, President & CEO 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: Paula Keller (Seal)  
Notary Public

My Commission Expires: \_\_\_\_\_  
**PAULA KELLER**  
Notary Public, State of Ohio  
County of Stark  
Commission Expires Oct. 18, 1995