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OF COUNSEL
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18314
RECORDATION NO. _____ FILED 1993
JUL 13 1993 2:10 PM
INTERSTATE COMMERCE COMMISSION
3-194A016
JUL 13 2 05 PM '93
MOTOR OPERATING UNIT

July 13, 1993

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

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) fully executed and acknowledged copies of a Memorandum of Railcar Mortgage, Security Agreement and Assignment of Lease dated July 1, 1993, a primary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed document are:

Borrower: CTEL Associates
570 Lake Cook Road, Suite 405
Deerfield, Illinois 60016

Lender: Sequel Aircraft Leasing Corporation
570 Lake Cook Road, Suite 405
Deerfield, Illinois 60016

A description of the railroad equipment covered by the enclosed document is set forth in the Equipment List attached thereto.

Also enclosed is a check in the amount of $16.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return two (2) stamped copies of the enclosed document to the undersigned at 918 Sixteenth Street, N.W., Washington, D.C. 20006.

A short summary of the enclosed primary document to appear in the Commission's Index is:

> Memorandum of Railcar Mortgage, Security Agreement and Assignment of Lease dated July 1, 1993 between CTEL Associates, Borrowers and Sequel Aircraft Leasing Corporation, Lender, covering 200 railcars formerly bearing SP or SSW marks and numbers and currently bearing VCY marks and numbers.

Very truly yours,

Robert W. Alvord

RWA/bg
Enclosures

18314
RECORDATION NO. _____ FILED 1425
JUL 13 1993 2-10 PM
INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF RAILCAR MORTGAGE, SECURITY AGREEMENT AND ASSIGNMENT OF LEASE

BETWEEN

CTEL ASSOCIATES

AND

SEQUEL AIRCRAFT LEASING CORPORATION

JULY 1, 1993

Memorandum of Railcar Mortgage, Security Agreement and Assignment of Lease is made and entered into as July 1, 1993 by and between CTEL Associates, an Illinois general partnership and Sequel Aircraft Leasing Corporation, an Illinois corporation ("Lender").

W I T N E S S E T H:

1. The Company is acquiring fifty (50) 100-ton high cube rehabilitated boxcars bearing the marks and numbers on the attached Equipment List and one hundred fifty (150) 70-ton plain rehabilitated boxcars bearing the marks and numbers on the attached Equipment List. Lender is financing 100% of the Company's purchase price for the aforesaid boxcars, and has agreed to make a loan to the Company in the original principal amount of $6,720,000, to be evidenced by the Company's promissory notes, which loan is made pursuant to a Loan Agreement and which shall be secured by a Railcar Mortgage, Security Agreement and Assignment of Lease, both of even date herewith.

2. The Railcar Mortgage, Security Agreement and Assignment of Lease shall be effective as of the date first set forth herein above.

3. This Memorandum of Railcar Mortgage, Security Agreement and Assignment of Lease may be executed by the parties hereto in any number of counterparts, and all counterpart taken together shall be deemed to constitute one instrument.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed as of the date and year first above written.

CTEL ASSOCIATES

BY: SEQUEL ~~CAPITAL~~ Transportation Leasing CORPORATION,
GENERAL PARTNER

BY:_____
Harvey Kinzelberg
President

SEQUEL AIRCRAFT LEASING CORPORATION

BY:_____
Harvey Kinzelberg
President

BY: FIRST PACIFIC LEASING CORPORATION,
GENERAL PARTNER

BY:_____
Jay Bronson
President

WPTEXT\B&C\CTEL.MEM

STATE OF IL)
) ss.
COUNTY OF LAKE)

On this 10th day of July, 1993, before me personally appeared Harvey Kinzelberg, to me personally known, who being by me duly sworn, says that he is the President of SEQUEL Transportation Leasing ~~CAPITAL~~ CORPORATION, that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

"OFFICIAL SEAL"
BRADFORD E. BLOCK
Notary Public, State of Illinois
My Commission Expires 8/16/95

NOTARY PUBLIC

My commission expires: 8/16/95

E:\WPTEXT\B&C\NOTARY

STATE OF IL)
) ss.
COUNTY OF LAKE)

On this 10th day of July, 1993, before me personally appeared Jay Bronson, to me personally known, who being by me duly sworn, says that he is the President of FIRST PACIFIC LEASING CORPORATION, that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

"OFFICIAL SEAL"
BRADFORD E. BLOCK
Notary Public, State of Illinois
My Commission Expires 8/16/95

NOTARY PUBLIC

My commission expires: 8/16/95

E:\WPTEXT\B&C\NOTARY

STATE OF IL)
) ss.
COUNTY OF LAKE)

On this 1st day of July, 1993, before me personally appeared Harvey Kinzelberg, to me personally known, who being by me duly sworn, says that he is the President of SEQUEL AIRCRAFT LEASING CORPORATION, that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

"OFFICIAL SEAL"
BRADFORD E. BLOCK
Notary Public, State of Illinois
My Commission Expires 8/16/95

NOTARY PUBLIC

My commission expires: 8/16/95

E:\WPTEXT\B&C\NOTARY

EQUIPMENT LIST

OLD CAR NO.	NEW CAR NO.
SP 227809	VCY 143036
SP 227844	VCY 143041
SP 227873	VCY 143032
SP 227887	VCY 143033
SP 227913	VCY 143043
SP 227936	VCY 143042
SP 227974	VCY 143031
SP 227989	VCY 143034
SP 228057	VCY 143040
SP 228077	VCY 143045
SP 228095	VCY 143044
SP 228107	VCY 143039
SP 228131	VCY 143027
SP 228181	VCY 143046
SSW 061152	VCY 142576
SSW 061170	VCY 142556
SSW 061175	VCY 142559
SSW 061206	VCY 142578
SSW 061209	VCY 142555
SSW 061230	VCY 142563
SSW 061231	VCY 142558
SSW 061236	VCY 142569
SSW 061246	VCY 142550
SSW 061269	VCY 142580
SSW 061298	VCY 142551
SSW 061307	VCY 142564
SSW 061331	VCY 142552
SSW 061333	VCY 142574
SSW 061386	VCY 142570
SSW 061393	VCY 142575
SSW 061395	VCY 142568
SSW 061426	VCY 142581
SSW 061436	VCY 142573
SSW 061437	VCY 142571
SSW 061452	VCY 142562
SSW 061455	VCY 142579
SSW 061475	VCY 142554
SSW 061491	VCY 142548
SSW 061499	VCY 142577
SSW 061504	VCY 142567
SSW 061506	VCY 142549
SSW 061512	VCY 142547
SSW 061540	VCY 142566
SSW 061547	VCY 142585
SSW 061578	VCY 142584
SSW 061581	VCY 142565
SSW 061588	VCY 142561
SSW 061621	VCY 142557
SSW 061629	VCY 142560
SSW 061646	VCY 142572

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EQUIPMENT LIST

OLD CAR NO.	NEW CAR NO.
SP 240012	VCY 764599
SP 240047	VCY 764507
SP 240070	VCY 764537
SP 240101	VCY 764556
SP 240122	VCY 764531
SP 240124	GVSR 764502
SP 240131	VCY 764563
SP 240134	VCY 764639
SP 240145	VCY 764547
SP 240146	VCY 764525
SP 240240	VCY 764570
SP 240244	VCY 764501
SP 240260	VCY 764523
SP 240268	VCY 764557
SP 240300	VCY 764550
SP 240315	VCY 764505
SP 240343	VCY 764626
SP 240370	VCY 764532
SP 240394	VCY 764574
SP 240406	VCY 764508
SP 240408	VCY 764526
SP 240432	VCY 764620
SP 240514	VCY 764575
SP 240516	VCY 764520
SP 240580	VCY 764709
SP 240605	VCY 764509
SP 240646	VCY 764581
SP 240673	VCY 764617
SP 240681	VCY 764528
SP 240685	VCY 764529
SP 240699	VCY 764560
SP 240707	VCY 764510
SP 240750	VCY 764633
SP 240762	VCY 764539
SP 240766	VCY 764504
SP 240779	VCY 764516
SP 240800	VCY 764571
SP 240829	VCY 764565
SP 240994	VCY 764511
SP 241001	VCY 764597
SP 241018	VCY 764541
SP 241044	VCY 764536
SP 241045	VCY 764521
SP 241077	VCY 764562
SP 241140	VCY 764506
SP 241157	VCY 764544
SP 241159	VCY 764566
SP 241178	VCY 764602
SP 241242	VCY 764534
SP 241254	VCY 764720
SP 241268	VCY 764543
SP 241350	VCY 764619
SP 241367	VCY 764759

EQUIPMENT LIST

OLD CAR NO.		NEW CAR NO.
SP	241388	VCY 764666
SP	242053	VCY 764578
SP	242057	VCY 764728
SP	242063	VCY 764730
SP	242094	VCY 764569
SP	242115	VCY 764515
SP	242120	VCY 764736
SP	242132	VCY 764513
SP	242133	VCY 764514
SP	242149	VCY 764737
SP	242171	VCY 764552
SP	242172	VCY 764614
SP	242191	VCY 764739
SP	242202	VCY 764627
SP	242221	VCY 764740
SP	242222	VCY 764503
SP	242226	VCY 764555
SP	242232	VCY 764559
SP	242233	VCY 764512
SP	242253	VCY 764533
SP	242260	VCY 764741
SP	242263	VCY 764517
SP	242281	VCY 764743
SP	242284	VCY 764545
SP	242330	VCY 764500
SP	242341	VCY 764586
SP	242364	VCY 764558
SP	242373	VCY 764568
SP	242382	VCY 764546
SP	242412	VCY 764549
SP	242432	VCY 764519
SP	242440	VCY 764748
SP	242465	VCY 764548
SP	242500	VCY 764522
SP	242552	VCY 764524
SP	242568	VCY 764600
SP	242664	VCY 764752
SP	242732	VCY 764540
SP	242753	VCY 764553
SP	242761	VCY 764594
SP	242776	VCY 764538
SP	242782	VCY 764518
SP	242800	VCY 764554
SP	242808	VCY 764527
SP	242839	VCY 764573
SP	242844	VCY 764754
SP	242898	VCY 764757
SP	242899	VCY 764551
SP	242943	VCY 767538
SP	243040	VCY 767720
SP	243068	VCY 767537
SP	243078	VCY 767565
SP	243082	VCY 767600

EQUIPMENT LIST

OLD CAR NO.	NEW CAR NO.
SP 243108	VCY 767522
SP 243123	VCY 767509
SP 243134	VCY 767562
SP 243154	VCY 767546
SP 243170	VCY 767728
SP 243172	VCY 767520
SP 243192	VCY 767528
SP 243200	VCY 767533
SP 243259	VCY 767510
SP 243312	VCY 767729
SP 243315	VCY 767535
SP 243338	VCY 767517
SSW 060575	VCY 763504
SSW 060751	VCY 763501
SSW 060801	VCY 763500
SSW 060849	VCY 763502
SSW 066003	VCY 767508
SSW 066019	VCY 767700
SSW 066022	VCY 767545
SSW 066036	VCY 767701
SSW 066047	VCY 767536
SSW 066087	VCY 767543
SSW 066097	VCY 767525
SSW 066129	VCY 767514
SSW 066137	VCY 767512
SSW 066188	VCY 767527
SSW 066193	VCY 767542
SSW 066377	VCY 767501
SSW 066382	VCY 767557
SSW 066386	VCY 767541
SSW 066395	VCY 767727
SSW 066400	VCY 767595
SSW 066404	VCY 767710
SSW 066418	VCY 767544
SSW 066421	VCY 767558
SSW 066427	VCY 767534
SSW 066429	VCY 767711
SSW 066431	VCY 767513
SSW 066437	VCY 767540
SSW 066440	VCY 767734
SSW 066445	VCY 767712
SSW 066453	VCY 767713
SSW 066461	VCY 767532
SSW 066519	VCY 767596

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