

RECORDATION NO. 20438  
DEC 31 1996 - 10 05 AM

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RECORDATION NO. 20438-AB  
DEC 31 1996 - 10 05 AM

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

December 30 1996

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D C. 20423

Dear Mr. Williams.

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Memorandum of Railroad Equipment Lease, dated as of December 30, 1996, a <sup>primary</sup> ~~secondary~~ document as defined in the Board's Rules for the Recordation of Documents, and two (2) copies of each of the following secondary documents related thereto, also dated as of December 30, 1996: Memorandum of Railroad Car Net Lease Agreement and Assignment and Memorandum of Railcar Lease Agreement and Assignment

The names and addresses of the parties to the enclosed documents are

Memorandum of Railroad Equipment Lease

Lessor Pitney Bowes Credit Corporation  
201 Merritt Seven  
Norwalk, Connecticut 06856

Lessee Trinity Industries Leasing Company  
2000 Gardner Expressway  
Quincy, Illinois 62306

*C. Quarter Points - April 90 Lin*

Memorandum of Railroad Car Net Lease Agreement and Assignment *A*

Lessor/Assignor. Trinity Industries Leasing Company  
2000 Gardner Expressway  
Quincy, Illinois 62306

Lessee Southern Illinois Railcar Company  
One Mark Twain Plaza  
Edwardsville, Illinois 62025

Assignee Pitney Bowes Credit Corporation  
201 Merritt Seven  
Norwalk, Connecticut 06856

Memorandum of Railcar Lease Agreement and Assignment *B*

Lessor/Assignor Southern Illinois Railcar Company  
One Mark Twain Plaza  
Edwardsville, Illinois 62025

Lessee Continental Grain Company  
222 South Riverside Plaza  
Chicago, Illinois 60606

Assignee Pitney Bowes Credit Corporation  
201 Merritt Seven  
Norwalk, Connecticut 06856

A description of the railroad equipment covered by the enclosed documents is:

200 triple covered hopper railcars bearing SIRX reporting marks and road numbers as set forth on Exhibit A attached to each Memorandum

Also enclosed is a check in the amount of \$66 00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours



Robert W. Alvord

RECORDATION NO. 20458 FILED 1426

DEC 31 1996 -10 05 AM

MEMORANDUM  
OF RAILROAD EQUIPMENT LEASE

This Memorandum will evidence the fact that, the parties hereto have previously entered into that certain Railroad Equipment Lease dated as of December 30, 1996 (the "Lease"), and that certain Acceptance Certificate to Railroad Equipment Lease dated as of December 30, 1996 attached and incorporated by reference thereto, by and between Pitney Bowes Credit Corporation ("Lessor"), having a place of business located at 201 Merritt Seven, Norwalk, Connecticut 06856-5151, and Trinity Industries Leasing Company ("Lessee"), having its principal place of business located at 2000 Gardner Expressway, Quincy, Illinois 62306, pursuant to which Lessor has leased to Lessee the Equipment described on Exhibit A hereto, subject to the terms and conditions of said Lease.

IN WITNESS WHEREOF, each of the undersigned pursuant to due corporate authority has caused this Memorandum of Railroad Equipment Lease (the "Memorandum") to be duly executed in its respective corporate name by an officer duly authorized and hereby declares pursuant to 28 U.S.C. 1746 under penalty of perjury that this Memorandum is a true and correct document and was executed as of this day 30th of December, 1996.

LESSOR:

PITNEY BOWES CREDIT CORPORTION

BY: *L.D. Osmanski*

PRINTED NAME: L.D. OSMANSKI

ITS: VICE PRESIDENT

LESSEE:

TRINITY INDUSTRIES LEASING COMPANY

BY: \_\_\_\_\_

PRINTED NAME: \_\_\_\_\_

ITS: \_\_\_\_\_

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LESSOR:

PITNEY BOWES CREDIT CORPORATION

BY: \_\_\_\_\_

PRINTED NAME: \_\_\_\_\_

ITS: \_\_\_\_\_

LESSEE:

TRINITY INDUSTRIES LEASING COMPANY

BY: F. Dean Phelps

PRINTED NAME: F. Dean Phelps

ITS: Vice President

**EXHIBIT A**

<u>QTY</u>	<u>ITEM</u>	<u>MANUFACTURER MODEL &amp; REPORTING MARKS</u>
Two hundred (200)	1996 5127 Cubic Foot Triple Covered Hopper Railcars	Trinity Industries, Inc. Lettered SIRX 512119 through and including 512318; and Serial Numbers 756957 through and including 756987, and 757088 through and including 757256

and all accessories, attachments, accessions, substitutions thereto.

