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Theodore S. Chapman
1877-1943
Henry E. Cutler
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0-026A002

January 25, 1990

VIA FEDERAL EXPRESS

Honorable Noretta R. McGee, Secretary
Interstate Commerce Commission
Washington, D.C. 20423

RECORDATION NO. 16649-C FILED 1423

JAN 26 1990 10 55 AM

INTERSTATE COMMERCE COMMISSION

Dear Ms. McGee:

Enclosed for recordation under the provisions of 49 USC 11303(a) are four (4) original counterparts of Memorandum of Rider to Railcar Lease Agreement dated as of January 22, 1990 (the "Memorandum") between General Electric Company, a New York corporation (the "Lessee") and Citicorp North America, Inc., a Delaware corporation (the "Lessor"). Said Memorandum relates to: (i) that certain Railcar Net Leasing Agreement dated November 28, 1989 (the "Railcar Lease Agreement") and that certain Rider thereto dated November 28, 1989 by and between the Lessor and the Lessee, a Memorandum of which was recorded with the Interstate Commerce Commission on December 13, 1989 under recordation number 16649, (ii) that certain Rider to Railcar Lease Agreement dated December 21, 1989 by and between the Lessor and the Lessee, a Memorandum of which was recorded with the Interstate Commerce Commission on January 3, 1990 under recordation number 16649-A; and (iii) that certain Rider to Railcar Lease Agreement dated December 23, 1989 by and between the Lessor and the Lessee, a Memorandum of which was recorded with the Interstate Commerce Commission on January 3, 1990 under recordation number 16649-B. Said Memorandum is a secondary document, not previously recorded, and should be recorded under recordation number 16649-C.

A general description of the railroad equipment covered by the Memorandum is set forth in Exhibit A attached to this letter and made a part hereof.

The names and addresses of the parties are:

Lessor: Citicorp North America, Inc.
601 Midland Avenue
Rye, New York 10580

Lessee: General Electric Company
3135 Eastern Turnpike
Fairfield, CT 06431

Counterparts - Ct. Kappeler

#15
16649-C

CHAPMAN AND CUTLER

Once the filings have been made please return the stamped counterparts of the Memorandum not required for filing purposes, together with the ICC fee receipt and the letter from the ICC acknowledging the filings to David B. McMullen, Esq., Chapman and Cutler, 111 West Monroe, Chicago, Illinois 60603.

Also, enclosed is a check in the amount of \$15.00 covering the required recording fee.

A short summary of the secondary document to appear in the Index is as follows:

"Covers three hundred and forty-five (345) Covered Hopper Cars"

Very truly yours,

CHAPMAN AND CUTLER

By 
David B. McMullen

DBM:svr
Enclosures

EXHIBIT A

<u>Quantity</u>	<u>Type of Cars</u>	<u>Car Numbers</u>
345	covered hopper cars	BWCX 1001-1005, inclusive; BWCX 1075-1119, inclusive; BWCX 1151-1158, inclusive; BWCX 1198-1305, inclusive; and BWCX 1306-1484.

RECORDED NO. 16649-C (1629 145)

JAN 26 1990 10 55 AM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF RIDER TO RAILCAR LEASE AGREEMENT

Memorandum of Rider to Railcar Lease Agreement for Three hundred and forty-five (345) covered hopper cars made and entered into as of January 22, 1990 by and between CITICORP RAILMARK, INC., a Delaware corporation, ("Lessor") and GENERAL ELECTRIC COMPANY, a New York corporation (the "Lessee").

W I T N E S S E T H

1. Lessor and Lessee have previously entered into: (i) that certain Railcar Net Leasing Agreement dated November 28, 1989 ("Railcar Lease Agreement") and that certain Rider to Railcar Lease Agreement dated November 28, 1989 ("November Rider") by and between Lessor and Lessee, a Memorandum of which was recorded with the Interstate Commerce Commission on December 13, 1989 under Recordation Number 16649; (ii) that certain Rider to Railcar Lease Agreement dated December 21, 1989 ("First December Rider") by and between Lessor and Lessee, a Memorandum of which was recorded with the Interstate Commerce Commission on January 3, 1990 under Recordation Number 16649-A; and (iii) that certain Rider to Railcar Lease Agreement dated December 21, 1989 (the "Second December Rider") by and between Lessor and Lessee, a Memorandum of which was recorded with the Interstate Commerce Commission on January 3, 1990 under Recordation Number 16649-B.

2. The Railcar Lease Agreement provides that Lessor and Lessee may renew the Term (as defined in the Railcar Lease Agreement) of the Railcar Lease Agreement by the execution of riders thereto.

3. Pursuant to that certain Rider to Railcar Lease Agreement dated January 22, 1990 ("January Rider") Lessor and Lessee have agreed to renew the Term (as defined in the Railcar Lease Agreement and the January Rider) with respect to the railcars covered by the November Rider, the First December Rider and the Second December Rider and as more specifically set forth on Exhibit A.

4. The January Rider shall be effective as of the date first set forth hereinabove and shall be subject to the Term (as defined in the Railcar Lease Agreement and the January Rider).

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

CITICORP RAILMARK, INC.

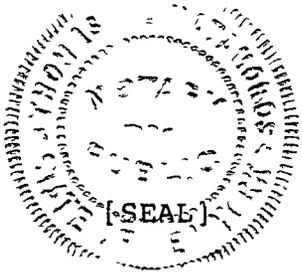
By:
Its: VICE PRESIDENT

GENERAL ELECTRIC COMPANY

By:
Its: Vice President & General Manager

STATE OF NEW YORK)
) SS.
COUNTY OF WESTCHESTER)

On this 22 day of January, 1990, before me personally appeared JAMES S ARCHIBAUD to me personally known, who being by me duly sworn, says that he is a VICE PRESIDENT of CITICORP RAILMARK, INC., that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of said instrument was his free act and deed.



Thomas A. Matamoros
Notary Public

THOMAS A. MATAMOROS
Notary Public, State of New York
No 31-4723452
- Qualified in New York County
Cert. Filed in Westchester County
Commission Expires November 30, 1990

Commission expires:

COMMONWEALTH OF MASSACHUSETTS)
) SS.
COUNTY OF BERKSHIRE)

On this 22nd day of January, 1990, before me personally appeared W.H. Westendorf to me personally known, who being by me duly sworn, says that he is the GM & VP of Mfg of GENERAL ELECTRIC COMPANY, that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of said instrument was his/her free act and deed.

Jane M. Z. Langer
Notary Public
Jane M. Z. Langer

[SEAL]

Commission expires: July 6, 1995

EXHIBIT A

<u>Quantity</u>	<u>Type of Cars</u>	<u>Car Numbers</u>
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