

LAW OFFICES

ROSS & HARDIES

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

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SUSAN G. LICHTENFELD

0-341A026

December 7, 1990

16649-12
RECORDATION NO. FILED 125

DEC 7 1990 12 45 PM

INTERSTATE COMMERCE COMMISSION

Dec 7 12 40 PM '90
MOTOR OPERATING UNIT

Ms. Noreta R. McGee
Secretary
INTERSTATE COMMERCE COMMISSION
12th Street & Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are one original executed copy and three photostatic copies of a Memorandum of Rider to Lease Agreement, dated as of December 4, 1990, a secondary document as defined in the Commission's Rules for the Recordation of Documents.

The name and address of the parties to the enclosed Memorandum of Rider to Lease Agreement are:

Lessor: Citicorp Railmark, Inc.
601 Midland Avenue
Rye, NY 10580

Lessee: General Electric Company
One Plastics Avenue
Pittsfield, MA 01201

A description of the equipment covered by the enclosed document is set forth in Exhibit A to the Memorandum of Rider to Lease Agreement, a copy of which is attached to this letter.

Also enclosed is a check in the amount of \$15.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return the stamped original executed copy and two stamped photostatic copies of the enclosed document and the stamped photostatic copy of this letter to the person presenting these documents to you.

Tom
Querry

Ms. Noreta R. McGee
December 7, 1990
Page 2

Following is a short summary of the enclosed documents:

Document to be Recorded

Memorandum of Rider to Lease Agreement dated as of December 4, 1990 between Citicorp Railmark, Inc., Lessor and General Electric Company, Lessee, covering 136 covered hopper cars described therein.

Very truly yours,


Susan G. Lichtenfeld

SGL:ssb

enc.

cc: Robert W. Kleinman

Interstate Commerce Commission
Washington, D.C. 20423

12/7/90

OFFICE OF THE SECRETARY

Susan G. Lichtenfeld

Ross & Hardies

150 North Michigan Avenue

Chicago, Illinois 60601-7567

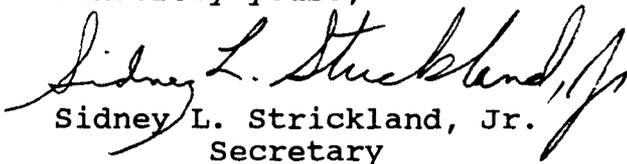
Dear

Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on _____ at _____, and assigned recordation number (S) ^{12/7/90} _____ 12:45Pm.

16649-D

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

16649 A
RECORDED BY _____ FILED BY _____

DEC 7 1990 -12 45 PM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF RIDER TO LEASE AGREEMENT

Memorandum of Rider to Lease Agreement for one hundred and thirty-six (136) covered hopper cars made and entered into as of December 4, 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 that certain Railcar Net Leasing Agreement dated November 28, 1989 ("Lease Agreement") by and between Lessor and Lessee and recorded with the Interstate Commerce Commission ("ICC") on December 13, 1989 under Recordation Number 16649.

2. The Lease Agreement provides that Lessor and Lessee may add additional cars under the Lease Agreement by the execution of Riders thereto.

3. Lessor and Lessee have previously entered into Riders to the Lease Agreement and a Memorandum of Rider to Lease Agreement was entered into between Lessor and Lessee for three such Riders. These Memoranda of Rider to Lease Agreement were recorded with the ICC as follows:

<u>Date of Rider</u>	<u>No. of Covered Hopper Cars</u>	<u>ICC Recordation Number</u>	<u>ICC Recordation Date</u>
December 21, 1989	58	16649-A	January 3, 1990
December 21, 1989	179	16649-B	January 3, 1990
January 22, 1990	345	16649-C	January 26, 1990

4. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor pursuant to that certain Rider dated December 4, 1990 ("December 1990 Rider") to the Lease Agreement, one hundred and thirty-six (136) covered hopper cars bearing the railroad reporting markings set forth on Exhibit A.

5. The December 1990 Rider shall be effective as of the date first set forth hereinabove and shall terminate on the later of (i) December 22, 2005 and (ii) compliance by Lessee with

all of the terms of the December 1990 Rider and the Lease Agreement with respect to any Car; provided, however, that the December 1990 Rider is subject to earlier termination as provided therein.

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: James Allard
Its: VICE PRESIDENT

GENERAL ELECTRIC COMPANY

By: R. B. Ernst
Its: Vice President

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

On this 4th day of December, 1990, before me personally appeared James Archibald 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.

Viola Stefani
Notary Public

[SEAL]

Commission expires: 9/30/91

VIOLA STEFANI
Notary Public, State of New York
Qualified in Westchester County
Commission Expires Sept. 30, 1991

Commonwealth

~~STATE OF~~ Massachusetts)
) SS:
COUNTY OF Berkshire)

On this 5th day of December, 1990, before me personally appeared Robert St. Brunt to me personally known, who being by me duly sworn, says that he is a Vice President 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 free act and deed.

William Strop
Notary Public

[SEAL]

Commission expires: 9/14/95

EXHIBIT A

136 Plastic Pellet Covered
Hopper Cars

(All inclusive)

Group 1: Part 1: 68 Railcars
BWCX 1006-1065
BWCX 1067-1074

Part 2: 31 Railcars
BWXC 1120-1150

Group 2: 34 Railcars
BWCX 1159-1187
BWCX 1189-1192
BWCX 1194

Group 3: 3 Railcars
BWCX 1195-1197