

# MOORE & VAN ALLEN, PLLC

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January 10, 1997

RECORDATION NO. 20484 FILED 1425

JAN 14 1997 - 3 45 PM

Secretary  
Surface Transportation Board  
1201 Constitution Avenue, NW  
Room 2311  
Washington, DC 20423-0001

Re Memoranda of Lease Agreement

Dear Secretary

Enclosed for recordation pursuant to the provisions of 49 U S C Section 11301(a) are two (2) originals and two (2) copies of Memoranda of Lease Agreement with respect to seventeen (17) separate transactions, each a primary document as defined in the Board's Rules for the Recordation of Documents

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

Lessor	NationsBank of Texas, N A c/o NationsBanc Leasing Corporation of North Carolina NationsBank Plaza 101 South Tryon Street, NC1-002-38-20 Charlotte, NC 28255-0001
Lessee	Port Terminal Railroad Association 501 Crawford, Suite 423 Houston, TX 77002

A description of the railroad equipment covered by the enclosed documents is set forth on Schedule I attached hereto

Also enclosed is a check in the amount of \$374 00 payable to the order of the Surface Transportation Board covering the required recordation fee for each of the seventeen separate filings

Kindly return one stamped original of each of the enclosed documents to the undersigned

Very truly yours,

MOORE & VAN ALLEN, PLLC

  
Robert I Kenny

Enclosures

JAN 14 3 40 PM '97  
RECEIVED  
SURFACE TRANSPORTATION  
BOARD

**SCHEDULE I**

**DESCRIPTION OF EQUIPMENT**

1	Number of Locomotives	
2	Description of Locomotives	MK Rail Corporation Model MK 1500 D 1500 Brake Horsepower Diesel Electric Locomotive, AAR Designation B-B, Industry Designation 0440
3	Marks	PTRA
4	Locomotive Numbers	9602 9605 9606 ✓ 9607 9608 9609 9610 9611 9612 9613 9614 9615 9616 9617 9618 9619 9620 9621 9622 9623 9624

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20425-0001

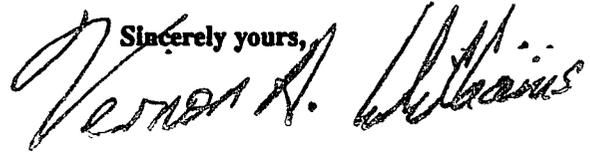
1/14/97

Robert I. Kenny  
Moore & Van Allen, PLLC  
NationsBank Corporate Center  
100 North Tryon Street Floor 47  
Charlotte, North Carolina 28202-4003

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 1/14/97 at 3:45PM, and assigned recordation number(s) 20484, 20485, 20486, 20487, 20488, 20489, 20490, 20491, 20492, 20493, 20494, 20495, 20496, 20497, 20498, 20499, and 20500.

Sincerely yours,

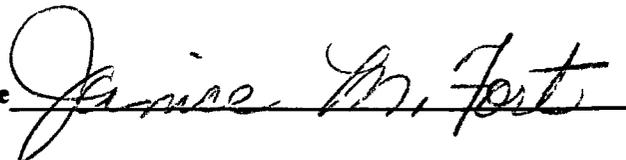


Vernon A. Williams  
Secretary

Enclosure(s)

\$ 374.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT dated as of August 9, 1996, is between NATIONSBANK OF TEXAS, NATIONAL ASSOCIATION, a national banking association ("Lessor") and PORT TERMINAL RAILROAD ASSOCIATION, an association comprised of Burlington Northern Railroad Company, Houston Belt & Terminal Railway Company, Missouri Pacific Railroad Company, Southern Pacific Transportation Company and The Atchison, Topeka and Santa Fe Railroad Company ("Lessee").

WHEREAS, the Lessor and the Lessee are entering into that certain Lease Supplement and Acceptance Certificate No. 2 dated the date hereof (the "Lease Supplement"), which supplements that certain Master Equipment Lease Agreement dated as of January 1, 1996 (the "Lease Agreement"; the Lease Agreement as supplemented by the Lease Supplement, being referred to herein as the "Lease") between the Lessor and the Lessee, and places under lease one (1) MK 1500D diesel locomotive manufactured by MK Rail Corporation bearing Lessee's road Number 9606 and manufacturer's serial no. 11838 and all additions thereto, alterations thereof, replacements thereof and substitutions therefor;

PTRA

IN WITNESS WHEREOF, the parties wish to show for the public record the aforesaid Lease, and accordingly have caused this Memorandum of Lease Agreement to be executed by their officers thereunto duly authorized, as of the date first above written. This memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

NATIONSBANK OF TEXAS, NATIONAL ASSOCIATION

By: M. Randall Ross  
Name: M. RANDALL ROSS  
Title: SENIOR VICE PRESIDENT

PORT TERMINAL RAILROAD ASSOCIATION

By: [Signature]  
Name: LT SENKINS JR  
Title: GENERAL MANAGER

STATE OF NORTH CAROLINA

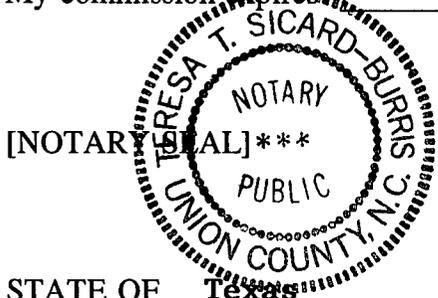
COUNTY OF MECKLENBURG

I, Teresa T. Sicard-Burris, a Notary Public in and for said state and county, do hereby certify that M. Randall Ross personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease Agreement.

Witness my hand and official seal this 9th day of August, 1996

Teresa T. Sicard-Burris  
Notary Public

My commission expires: ~~My~~ Commission Expires 12-14-97



STATE OF Texas

COUNTY OF Harris

I, Tamela S. Kubicek, a Notary Public in and for said state and county, do hereby certify that L. J. Jenkins, Jr. personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease Agreement.

Witness my hand and official seal this 27th day of August, 1996

Tamela S. Kubicek  
Notary Public

My commission expires: 1-17-99

[NOTARY SEAL]

