

Counterparts - Hartman

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N W
SUITE 200
WASHINGTON, D C
20006-2973
(202) 393-2266
FAX (202) 393-2156

recorded 20590
MAR 21 1997 11:20 AM

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

OF COUNSEL
URBAN A. LESTER

MAR 21 11 29 AM '97

RECEIVED
SURFACE TRANSPORTATION
BOARD

March 21, 1997

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 Equipment Lease, dated as of March 20, 1997, 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	Ameritech Credit Corporation 2550 West Golf Road Rolling Meadow, Illinois 60008
Lessee	Chicago Freight Car Leasing Co One O'Hare Center 6250 N Riverside Road, Suite 7000 Rosemont, Illinois 60018

A description of the railroad equipment covered by the enclosed document is

Two hundred and five (205) covered hoppers set forth on Schedule I attached

Mr. Vernon A Williams
March 21, 1997
Page 2

Also enclosed is a check in the amount of \$24 00 payable to the order of the
Surface Transportation Board covering the required recordation fee

Kindly return one stamped copy of the enclosed document to the undersigned

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", written in a cursive style.

Robert W Alvord

RWA/bg
Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

3/21/97

Robert W. Alvord
Alvord And Alvord
918 Sixteenth Street, NW., Ste. 200
Washington, DC., 20423

Dear Madam:

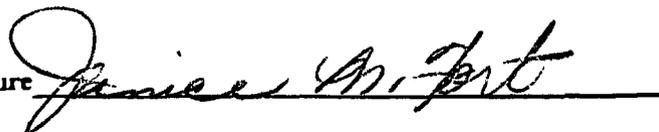
The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3/21/97 at 11:20AM, and assigned recordation number(s) 20590 and 20591 and 20591-A.

Sincerely yours,


Vernon A. Williams
Secretary

Enclosure(s)

\$ 72.00. 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 

20590
MAR 21 1997 11:30 AM

MEMORANDUM OF EQUIPMENT LEASE

This Memorandum of Equipment Lease is intended to evidence the Master Lease Agreement, dated as of March 20, 1997, and Equipment Lease Schedule No. 1 dated March 20, 1997 (together, the "Lease"), between AMERITECH CREDIT CORPORATION, a Delaware corporation, having its principal office at 2550 West Golf Road, Rolling Meadows, IL 60008 ("Lessor") and CHICAGO FREIGHT CAR LEASING CO., a Delaware corporation, having its principal office at One O'Hare Center, 6250 N. Riverside Road, Suite 7000, Rosemont, IL 60018 ("Lessee") for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 11301 of Title 49 of the United States Code. Lessor is the owner of the railway covered hopper cars more fully described in Schedule 1 hereto (the "Equipment"). Lessee has leased from Lessor the Equipment at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due authority, have executed this Memorandum of Lease as of March 20, 1997

Lessor:

AMERITECH CREDIT CORPORATION

By: Marianne M. Littau
Marianne Littau
Vice-President of Operations

Lessee:

CHICAGO FREIGHT CAR LEASING CO.

By: Dale F. Putz
Dale F. Putz
Vice President Finance

Schedule 1

The Equipment

Equipment Description

Equipment Numbers

85 2,980 cu. ft. Covered Hopper Railcars
manufactured by Trinity Industries, Inc.

CRDX 9905-9989 inclusive.

120 3,250 cu. ft. Covered Hopper Railcars
manufactured by Thrall Car Manufacturing
Company.

CRDX 20305-20324
inclusive and IMRL 9200-
9299 inclusive.

State of Illinois

)

) S.S.

County of Cook

)

On this 20th day of March, 1997, before me personally appeared Dale F. Putz, to me personally known, who being by me duly sworn, says that he is the Vice President Finance of Chicago Freight Car Leasing Co., that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Richard J. Urban
NOTARY PUBLIC

My Commission Expires:

7/20/99

[Notarial Seal]

State of Illinois

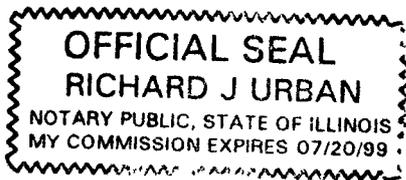
)

) S.S.

County of Cook

)

On this 20th day of March, 1997, before me personally appeared Marianne Littau, to me personally known, who being by me duly sworn, says that she is the Vice-President of Operations of Ameritech Credit Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Richard J. Urban
NOTARY PUBLIC

My Commission Expires:

7/20/99

[Notarial Seal]