

30

NEW NUMBER

16481-B

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

ROBERT W ALVORD*
CHARLES T KAPPLER
JOHN H DOYLE*
RICHARD N BAGENSTOS
JAMES C MARTIN, JR*

* ALSO ADMITTED IN NEW YORK
* ALSO ADMITTED IN MARYLAND

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RECORDATION NO 16481-B FILED 1425

MAR 16 1990 - 1 20 PM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO 16795 FILED 1425

MAR 16 1990 - 1 20 PM
INTERSTATE COMMERCE COMMISSION

March 16, 1990

0-075A012

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Ms. McGee:

Cover index under 16795

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are copies of 1) a Master Railroad Equipment Lease dated as of March 1, 1990, a primary document as defined under 49 C.F.R. 1177.1(a), and 2) an Equipment Schedule No. 2 dated January 11, 1990, a secondary document as defined under 49 C.F.R. Section 1177.1(b).

The Equipment Schedule No. 2 relates to a Lease Agreement dated as of June 27, 1989, which is filed and recorded under Recordation Number 16481-A.

The names and addresses of the parties to the Master Railroad Equipment Lease are:

Lessor: The CIT Group/Equipment Financing, Inc.
1400 Renaissance Drive, Suite 312
Park Ridge, IL. 60068

Lessee: Premier Equipment Leasing Company
1325 W. Irving Park Road, Suite 301
Bensenville, IL. 60106

The names and address of the parties to the Equipment Schedule No. 2 are:

Sublessor: Premier Equipment Leasing Company
1325 W. Irving Park Road, Suite 301
Bensenville, IL. 60106

C. Douglas C.T. Kappler

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
March 16, 1990
Page Two

Sublessee: Burlington Northern Railroad Company
2900 Continental Plaza
777 Main Street
Ft. Worth, TX 76102

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

Nineteen (19) covered hopper cars bearing BN reporting marks and road numbers 464931 through 464949, both inclusive.

Also enclosed is a check in the amount of \$30 payable to the order of the Interstate Commerce Commission covering the required recordation fees.

Kindly return stamped copies of the enclosed documents to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

A short summary of the enclosed documents to appear in the Commission's Index is:

Recordation Number 16195 : Master Railroad Equipment Lease dated as of March 1, 1990 between The CIT Group/Equipment Financing, Inc., Lessor, and Premier Equipment Leasing Company, Lessee, covering 19 covered hopper cars, BN 464931 - BN 464949.

Recordation Number 16481-B: Equipment Schedule No. 2 dated January 11, 1990 between Premier Equipment Leasing Company, Sublessor, and Burlington Northern Railroad Company, Sublessee, covering 19 covered hopper cars, BN 464931 - BN 464949.

Very truly yours,


Charles T. Kappler

Enclosures

MAR 16 1990 -1 20 PM

EQUIPMENT SCHEDULE NO. 2

INTERSTATE COMMERCE COMMISSION

Premier Equipment Leasing Company ("Premier") hereby leases the following railcars to Burlington Northern Railroad Company ("Lessee") pursuant to that certain Lease Agreement dated as of June 27, 1989.

<u>Number of Cars</u>	<u>Description</u>	<u>A.A.R. Designation</u>
19	4750 Cubic Foot, 100 Ton Covered Hopper Car	LO

<u>Delivery Point</u>	<u>Lease Term</u>	<u>Per Car Quarterly Rent</u>
Burlington Northern Lines	December 31, 2004	

Car Marks and Numbers

BN 464931 through BN 464949

Premier and Lessee hereby incorporate by reference all of the terms, conditions and provisions of the Lease Agreement in this Schedule.

IN WITNESS WHEREOF, the parties have executed this Schedule as of the 11th day of January, 1990.

PREMIER EQUIPMENT LEASING COMPANY

BURLINGTON NORTHERN RAILROAD COMPANY

By [Signature]

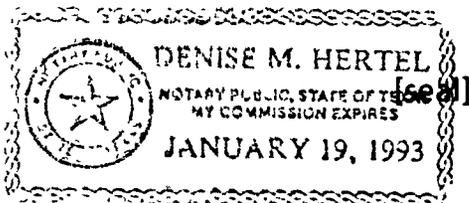
By P. J. Weyandt

Title President

Title Director of Finance

STATE OF TEXAS)
) ss.
COUNTY OF TARRANT)

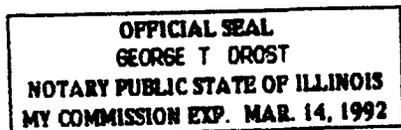
On this 11th day of January, 1990, before me personally appeared Paul J. Weyandt, to me personally known, who being duly sworn, did depose and say that such person is Director of Finance of the Burlington Northern Railroad Company and that the foregoing Equipment Schedule No. 2 was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instruments was the free act and deed of such corporation.



Denise M. Hertel
Notary Public

STATE OF ILLINOIS)
) ss.
COUNTY OF COOK)

On this 11th day of January, 1990, before me personally appeared Richard E. Dissimoz, to me personally known, who being by me duly sworn says that such person is President of Premier Equipment Leasing Company, and that the foregoing Equipment Schedule No. 2 was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instruments was the free act and deed of such corporation.



[seal]

George T. Drost
Notary Public