

JUN 25 '02

3-06 PM

ALVORD AND ALVORD  
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SUITE 301  
WASHINGTON, D.C.

SURFACE TRANSPORTATION BOARD

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

20036

OF COUNSEL  
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June 25, 2002

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 Railcar Equipment Lease, dated as of June 25, 2002, 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: Cypress Equipment Fund VII, LLC  
c/o Cypress Equipment Management  
Corporation II  
One Sansome Street, Suite 1900  
San Francisco, California 94194

Lessee: JAIX Leasing Company  
20 North Wacker Drive, Suite 2200  
Chicago, Illinois 60606

Mr. Vernon A. Williams  
June 25, 2002  
Page 2

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

One hundred and twenty (120) open top hopper railcars within the series JAIX 1 - JAIX 242.

A short summary of the document to appear in the index is:

Memorandum of Railcar Equipment Lease.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

RECORDATION NO. 24010 FILED

JUN 25 '02 3-06 PM

**SURFACE TRANSPORTATION BOARD**

**MEMORANDUM OF RAILCAR EQUIPMENT LEASE**

THIS MEMORANDUM OF RAILCAR EQUIPMENT LEASE dated as of the 25<sup>th</sup> day of June, 2002, is made by JAIX Leasing Company, a Delaware corporation, with an address at 20 North Wacker Drive, Suite 2200, Chicago, Illinois 60606 (the "Lessee") and Cypress Equipment Fund VII, LLC, a California limited liability company, with an address at c/o Cypress Equipment Management Corporation II, One Sansome Street, Suite 1900, San Francisco, California 94194 (the "Lessor" and, together with the Lessee, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Railcar Equipment Lease (the "Lease") dated as of the date hereof covering the equipment listed on Schedule 1 hereto (the "Equipment");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

JAIX LEASING COMPANY

By:   
Name: EDWARD J. WALSH  
Title: VICE PRESIDENT

CYPRESS EQUIPMENT FUND VII, LLC

By: Cypress Equipment Management Corporation II, Manager

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**MEMORANDUM OF RAILCAR EQUIPMENT LEASE**

THIS MEMORANDUM OF RAILCAR EQUIPMENT LEASE dated as of the \_\_\_ day of June, 2002, is made by JAIX Leasing Company, a Delaware corporation, with an address at 20 North Wacker Drive, Suite 2200, Chicago, Illinois 60606 (the "Lessee") and Cypress Equipment Fund VII, LLC, a California limited liability company, with an address at c/o Cypress Equipment Management Corporation II, One Sansome Street, Suite 1900, San Francisco, California 94194 (the "Lessor" and, together with the Lessee, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Railcar Equipment Lease (the "Lease") dated as of the date hereof covering the equipment listed on Schedule 1 hereto (the "Equipment");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

JAIX LEASING COMPANY

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

CYPRESS EQUIPMENT FUND VII, LLC

By: Cypress Equipment Management Corporation II, Manager

By: SEU  
Name: SCHAEWON  
Title: PRES.

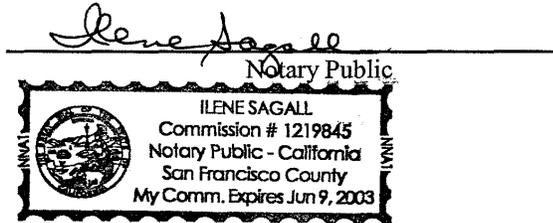
STATE OF CALIFORNIA )  
 ) SS:  
COUNTY OF SAN FRANCISCO )

On this 24TH day of JUNE, 2002 before me personally appears STEPHEN R. HARWOOD to me personally known, who by me duly sworn, says that he/~~she~~ is the PRESIDENT of CYPRESS EQUIPMENT MANAGEMENT CORPORATION II (the "Company"), that the Company is the Manager of Cypress Equipment Fund VII, LLC, that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/~~she~~ acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

[SEAL]

My Commission expires: 6/9/03



STATE OF ILLINOIS )  
 ) SS:  
COUNTY OF COOK )

On this \_\_\_\_\_ day of \_\_\_\_\_, 2002 before me personally appears \_\_\_\_\_, to me personally known, who by me duly sworn, says that he/she is the \_\_\_\_\_ of JAIX LEASING COMPANY (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

[SEAL]

My Commission expires:

\_\_\_\_\_  
Notary Public

STATE OF CALIFORNIA            )  
  ) SS:  
COUNTY OF \_\_\_\_\_        )

On this \_\_\_\_ day of \_\_\_\_\_, 2002 before me personally appears \_\_\_\_\_, to me personally known, who by me duly sworn, says that he/she is the \_\_\_\_\_ of CYPRESS EQUIPMENT MANAGEMENT CORPORATION II (the "Company"), that the Company is the Manager of Cypress Equipment Fund VII, LLC, that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

\_\_\_\_\_

Notary Public

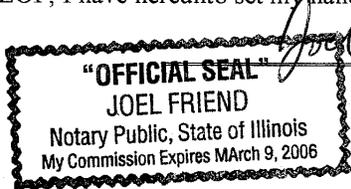
[SEAL]

My Commission expires:

STATE OF ILLINOIS            )  
  ) SS:  
COUNTY OF COOK            )

On this 21st day of June, 2002 before me personally appears Edward J Whalen, to me personally known, who by me duly sworn, says that he/she is the Vice President of JAIX LEASING COMPANY (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



\_\_\_\_\_

Notary Public

[SEAL]

My Commission expires:

**SCHEDULE 1  
TO THE MEMORANDUM OF RAILCAR EQUIPMENT LEASE  
DATED AS OF NOVEMBER 19, 2001**

**EQUIPMENT**

<u>Type of Equipment</u>	<u>No. of Railcars</u>	<u>Car Mark</u>	<u>Car Numbers (all inclusive)</u>
Rotary Coupled Steel Triple Open Top Hoppers	120	JAIX	1 3 4 006-007 010-015 20 22 24 26-27 29-30 32-33 38-40 42 44-46 48 50 54-55 60 62 65-68 71 73 77 79 82 85-86 90 92 94 96-97 101-105 108-109 111 113 116-117 122-123 125 128 131 133-137 141 143-145 147 149 152-153 155 157 159

**Car Numbers  
(all inclusive)**

162  
169-170  
175  
178-179  
182  
184  
187-190  
192-194  
197  
201  
203  
206  
209  
211  
213-214  
218-219  
223-225  
227  
229-230  
232-233  
235-237  
239-240  
242