

RECORDATION NO. 24881-A FILED

MAR 31 '04

4-09 PM

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SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

March 31, 2004

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 Non-Recourse Loan and Security Agreement, dated as of March 31, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Railcar Lease Agreement which is being filed with the Board under Recordation Number _____.

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

Lender:	The Bank of Tokyo-Mitsubishi, Ltd. 1251 Avenue of the Americas New York, New York 10020
Borrower:	Tohlease Corporation 1251 Avenue of the Americas New York, New York 10020

Mr. Vernon A. Williams
March 31, 2004
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A description of the railroad equipment covered by the enclosed document
is:

454 hopper cars within the series EQUX 620001 - EQUX 620125 and
EQUX 630001 - EQUX 630337 as more particularly set forth in the
equipment schedule attached to the document.

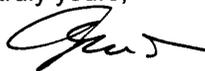
A short summary of the document to appear in the index is:

Memorandum of Railcar Non-Recourse Loan and Security Agreement.

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

MAR 31 '04

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF RAILCAR NON-RECOURSE LOAN AND SECURITY AGREEMENT

THIS MEMORANDUM OF RAILCAR NON-RECOURSE LOAN AND SECURITY AGREEMENT dated as of this 31st day of March, 2004, is made by TOHLEASE CORPORATION, a New York corporation, with an address at 1251 Avenue of the Americas, New York, NY 10020 (the "Borrower") and THE BANK OF TOKYO-MITSUBISHI, LTD., acting through its New York Branch, a Japanese banking corporation, with an address at 1251 Avenue of the Americas, New York, NY 10020 (the "Lender" and, together with the Borrower, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Borrower and the Lender have previously entered into that certain Non-Recourse Loan and Security Agreement dated as of March 31, 2004 (the "Railcar Loan") covering the railcars listed on Exhibit A hereto (the "Railcars");

WHEREAS, the Parties wish to acknowledge for the public record the existence of the aforesaid Loan, 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 Lender hereby lends and confirms the loan and receipt of a first priority perfected security interest in the Railcars and that certain Lease Agreement dated as of March 31, 2004 (the "Railcar Lease") and Schedule No. 001 thereto dated as of March 31, 2004 ("Schedule 1", the Railcar Lease and Schedule 1 are hereinafter collectively referred to as the "Lease"), between the Borrower, as lessor, and Mitsui Rail Capital, LLC, as lessee, covering the Railcars, from the Borrower in accordance with the terms and conditions of the Loan, and the Borrower hereby borrows and confirms the grant of a first priority perfected security interest in the Railcars and the Lease to the Lender and accepts the terms and conditions of the Loan, which are incorporated by reference as if fully set forth herein.

[SIGNATURE PAGE TO FOLLOW]

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.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Borrower by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Borrower. I further declare under penalty of perjury that the foregoing is true and correct.

TOHLEASE CORPORATION

By: 
Name: Larry K. Morris
Title: Senior Vice President



JOAN SANFILIPPO
Notary Public State of New York
No. 24-4652978
Cert. Filed in New York County
Commission Expires 11/31/2006

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lender by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lender. I further declare under penalty of perjury that the foregoing is true and correct.

THE BANK OF TOKYO-MITSUBISHI, LTD., acting through its New York Branch

By: 
Name: Tetsuya Takahashi
Title: Senior vice President & Manager



JOAN SANFILIPPO
Notary Public State of New York
No. 24-4652978
Cert. Filed in New York County
Commission Expires 11/31/2006

**EXHIBIT A
TO THE
MEMORANDUM OF RAILCAR NON-RECOURSE LOAN AND SECURITY
AGREEMENT
DATED AS OF MARCH 31, 2004**

RAILCARS

454 steel covered hopper cars bearing the following road marks and numbers (all inclusive):

EQUX 620001 – EQUX 620007
EQUX 620009 – EQUX 620050
EQUX 620052 – EQUX 620123
EQUX 630001 – EQUX 630067
EQUX 630069 – EQUX 630079
EQUX 630081 – EQUX 630215
EQUX 630217 – EQUX 630283
EQUX 630285 – EQUX 630337

121 of the Railcars were built by ACF Industries, Inc. in 1999 and are more particularly described as: covered hopper cars designed for plastic pellet service: 6224 cu. ft. capacity, 110 ton with 6 non-vented and 4 vented round hatches and pneumatic outlets with 4 hoppers.

333 of the Railcars were built by Thrall Car Manufacturing Company and are more particularly described as: covered hopper cars designed for plastic pellet service: 6270 cu. ft. capacity, 110 ton with 6 non-vented and 4 vented round hatches and pneumatic outlets with 4 hoppers.