

LAW OFFICES  
ANDREW P. GOLDSTEIN

RECORDATION NO. 14567 F FILED 1425

JUL 13 1989 -12 05 PM

INTERSTATE COMMERCE COMMISSION

1200 EIGHTEENTH STREET, N. W.  
WASHINGTON, D. C. 20036  
(202) 331-8277  
FAX (202) 223-4058

9-194A011

July 13, 1989

Interstate Commerce Commission  
12th & Constitution Avenue, N.W.  
Washington, DC 20423

JUL 13 11 59 AM '89  
NOTICE OF ASSIGNMENT UNIT

Attention: Mildred Lee.

Dear Ms. Lee:

Enclosed for filing and recordation with the Commission are an original and one counterpart of the document described below to be recorded pursuant to Section 11303 of the Interstate Commerce Act, 49 U.S.C. Sec. 11303.

This document is a NOTICE OF ASSIGNMENT AND ACKNOWLEDGEMENT, dated as of July 13, 1989 between CIS Capital Equipment Fund, Ltd., Oesterreichische Laenderbank, and Westvaco Corporation. The primary document to which this document is connected is Recordation No. 14567.

The names and addresses of the parties to this document are as follows:

CIS Capital Equipment Fund, Ltd. 2, a California  
Limited Partnership  
c/o GeoVest, Inc.  
880 Carrillon Parkway  
St. Petersburg, FL 33716

Oesterreichische Laenderbank, Grand Cayman Branch  
767 Fifth Avenue  
New York, NY 10153

Westvaco Corporation  
299 Park Avenue  
New York, NY 10171

*Robert L. Callahan*  
*C. P. ...*

The equipment covered by this document are 120 100-ton gondola cars, bearing car marks WVCX-2000-WVCX-2079.

This document should be indexed as: Notice dated July 13, 1989 of Assignment of Lease dated September 20, 1984, as amended, from CIS Capital Equipment Fund, Ltd. 2 to Oesterreichische Laenderbank, Grand Cayman Branch.

A check in the amount of \$13.00 is enclosed for the requisite filing fee.

Very truly yours,



Andrew P. Goldstein  
Attorney for  
Oesterreichische Laenderbank,  
Grand Cayman Branch

Enclosures

APG/rmm

Interstate Commerce Commission  
Washington, D.C. 20423

7/13/89

OFFICE OF THE SECRETARY

Andrew P. Goldstein  
1200 18th St. N.W.  
Washington, D.C. 20036

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 **7/13/89**, at **12:05am**, and assigned recordation number(s). **14567-E, 14567-F & 14567-G**

Sincerely yours,



Noreta R. McGee  
Secretary

Enclosure(s)

**NOTICE OF ASSIGNMENT AND ACKNOWLEDGEMENT**

Dated as of July 13, 1989

**CERTIFIED MAIL**

General Traffic Manager  
Westvaco Corporation  
299 Park Avenue  
New York, NY 10171

Traffic Manager  
Westvaco Corporation  
Kraft Division  
North Charleston, SC 29406

RECORDED NO. 14567 E FILED NO.

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INTERSTATE COMMERCE COMMISSION

Re: Two agreements, each entitled Security Agreement and Assignment of Lease, dated as of July 13, 1989 (the "Security Agreements"), and each relating to that certain Railroad Equipment Lease, dated as of September 20, 1984, as amended and supplement by that certain Amendment and Supplement to Railroad Equipment Lease, dated as of September 31, 1985 by and between Greenbrier Equipment Leasing Corporation ("Greenbrier"), as lessor, and Westvaco Corporation ("Westvaco" or "Lessee"), as lessee, subsequently assigned and sold by Greenbrier to CIS Capital Equipment Fund, Ltd. 2, a California limited partnership ("CIS" or "Lessor") pursuant to that certain Assignment and Assumption Agreement, dated August 10, 1988, by and between Greenbrier and CIS (collectively, the "Lease"), one such Security Agreement relating to Eighty (80) Cars marked WVCX 2000-2079 and one such Security Agreement relating to Forty (40) Cars marked WVCX 2080-2119

Gentlemen:

Notice is hereby given that pursuant to the Security Agreements CIS has transferred and assigned to Oesterreichische Laenderbank, Grand Cayman Branch ("Laenderbank") as security all of its right, title and interest in and to the Lease and its rights under the Lease, except as provided in the Security Agreements, including but not limited to, the right, along with Lessor, to receive all notices under the Lease, the right to receive all Fixed Rent and all other payments due or to become due in connection with the leasing of the Cars pursuant to the Lease except "Excepted

Property" (as defined below) for all periods commencing on and subsequent to: July 14, 1989 with respect to the Eighty (80) Cars marked WVCX 200-2079; and, July 23, 1989 with respect to the Forty (40) Cars marked WVCX 2080-2119. Excepted Property shall mean (i) all payments paid or payable by Lessee to or in respect of the Borrower pursuant to Sections 9, 12 and 14 of the Lease, (ii) proceeds of public liability insurance in respect of the Cars payable as a result of insurance claims made, or losses suffered, by Borrower, (iii) any additional rental payments that Lessee may agree to make after the sixtieth (60th) month of the Initial Term in the event that CIS agrees to assume responsibility for the maintenance, repair, taxes or insurance on the Cars, and (iv) any right to enforce the payment of any amount described in clauses (i), (ii) and (iii) above. Payment to Laenderbank shall relieve Lessee of the obligation to make Fixed Rent payments to CIS. All Fixed Rent and other payments to Laenderbank shall be made on the date when due and directed to the following address unless otherwise notified by Laenderbank in writing: Oesterreichische Laenderbank, 767 Fifth Avenue, New York, New York 10153, Attn: Stephen M. O'Neill until Lessee receives notice that the applicable Security Agreement has been discharged. All payments relating to Excepted Property shall continue to be made to CIS as provided in the Lease. All notices required to be delivered under the Lease shall be sent to the foregoing address in addition to being sent to CIS. Notwithstanding this assignment, Greenbrier shall continue to manage the Cars pursuant to the terms of that certain Equipment Management Agreement dated as of August 10, 1988. It is expressly understood that CIS maintains its obligations of Lessor under the Lease. It is further understood that Greenbrier remains secondarily liable to perform maintenance under the Lease including, without limitation, the obligations as Lessor under Section 9(b) of the Lease.

It is understood that CIS has granted Laenderbank a security interest in 80 Cars (WVCX 2000-2079) pursuant to a Security Agreement and Assignment of Lease dated as of July 13, 1989 and in the Lease insofar as it relates to such 80 Cars. Pursuant to a separate Security Agreement and Assignment of Lease, also dated July 13, 1989, between CIS and Laenderbank, CIS has granted Laenderbank a security interest in 40 Cars (WCVX 2080-2119) and in the Lease insofar as it relates to such 40 Cars. By the terms of the two (2) Security Agreements, Laenderbank may not assign any of its interests in either Security Agreement unless it simultaneously transfers all of its interests in the other Security Agreement to the same party.

Please sign the acknowledgement line of the three duplicate originals of this notice acknowledging and concurring to this assignment and to Lessee's obligation to make payment as outlined above in this notice. Lessee further acknowledges and concurs that the Lease is in full force and effect; that Lessee has not created any liens or encumbrances which are presently outstanding with respect to any of the Cars; that all rental payments due to be made heretofore have been made by Lessee, no prepayment of rentals have



By: CIS Investors Partnership, a  
Florida general partnership,  
its general partner

By: CIS Equipment Management Corporation,  
a Delaware corporation, a general  
partner of CIS Investors Partnership

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

WESTVACO CORPORATION

By: *B. D. Johnson*  
Title: *Sr. V.P.*

CIS CAPITAL EQUIPMENT FUND LTD. 2,  
a California limited partnership

By: CIS Investors Partnership, a  
Florida general partnership,  
its general partner

By: CIS Equipment Management Corporation,  
a Delaware corporation, a general  
partner of CIS Investors Partnership

By:   
Name: IRINZING  
Title: Senior President

WESTVACO CORPORATION

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

Westvaco Notice of Assignment and Acknowledgement-  
CIS Capital Equipment Fund, Ltd. 2/Financing of  
120 Railcars by Oesterreichische Laenderbank