

15694-C  
#13

LAW OFFICES  
ALVORD AND ALVORD

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

ROBERT W. ALVORD\*  
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CHARLES T. KAPPLER  
JOHN H. DOYLE\*  
GEORGE JOHN KETO\*  
MILTON C. GRACE\*  
JAMES C. MARTIN, JR.\*

\*NOT A MEMBER OF D.C. BAR  
\*ALSO ADMITTED IN NEW YORK  
\*ALSO ADMITTED IN OHIO  
\*ALSO ADMITTED IN MARYLAND

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CABLE ADDRESS  
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TELEPHONE  
AREA CODE 202  
393-2266

JUL 18 1988-2 42 PM

INTERSTATE COMMERCE COMMISSION

TELEX  
440367 A AND A

8-198A036

July 18, 1988 No.

JUL 18 1988

Date.....

Fee \$ 13.00

ICC Washington, D.C.

MOTOR OPERATING UNIT  
JUL 18 2 33 PM '88  
ICC OFFICE OF THE SECRETARY

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

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. §11303(a) are five (5) copies of a Memorandum of Assignment of Lease dated as of July 15, 1988, a secondary document as defined in the Commission's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease dated June 21, 1988, which was duly filed and recorded on June 21, 1988 and assigned Recordation Number 15694.

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

Assignor: CIS Corporation  
One CIS Parkway (Carrier Circle)  
East Syracuse, New York 13057

Assignee: Banc One Equipment Finance, Inc.  
111 Monument Circle  
Indianapolis, Indiana 48277

A description of the railroad equipment covered by the enclosed document is set forth in Appendix A attached hereto and made a part hereof.

Also enclosed is a check in the amount of \$13 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Car //

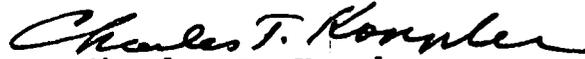
Ms. Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
July 18, 1988  
Page Two

Kindly return four (4) stamped copies of the enclosed document to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

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

Memorandum of Assignment of Lease dated as of July 15, 1988 from CIS Corporation to Banc One Equipment Finance, Inc., covering four (4) turbo charged diesel locomotives bearing ID or Road Numbers 4002, 4004, 4006 and 4008.

Very truly yours,

  
Charles T. Kappler

Enclosures

APPENDIX A

Qty	Manufacturer or Seller	Description	ID or Road Numbers
Four (4)	General Electric	Model Dash 8-40B, turbo charged diesel locomotives	4002, 4004 4006 and 4008

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RECORDED BY \_\_\_\_\_ FILED \_\_\_\_\_

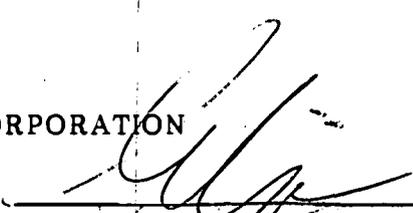
MEMORANDUM OF ASSIGNMENT OF LEASE JUL 18 1988-2 42 PM

INTERSTATE COMMERCE COMMISSION

On the date hereof, the parties hereto entered into that certain Assignment and Assumption Agreement, dated as of July 15, 1988, by and between CIS Corporation ("CIS"), as assignor, having its principal offices at One CIS Parkway (Carrier Circle), East Syracuse, N.Y. 13057 and Banc One Equipment Finance, Inc. ("Banc One"), as assignee, having its offices at 111 Monument Circle, Indianapolis, Indiana 46277, pursuant to which CIS has assigned to Banc One all of its right, title and interest in that certain Master Lease Agreement, dated as of June 21, 1988, as amended, by and between CIS and The New York, Susquehanna and Western Railway Corporation and that certain Equipment Lease Schedule No. 1, as amended, to which it will be attached and incorporated by reference (collectively, the "Lease"), which Lease covers the equipment described in Appendix A.

Executed this 15<sup>th</sup> day of July, 1988.

CIS CORPORATION

BY: 

NAME: ALEX A. NAJJAR  
Senior Vice President

TITLE: and  
General Counsel

BANC ONE EQUIPMENT FINANCE, INC.

BY: \_\_\_\_\_

NAME: \_\_\_\_\_

TITLE: \_\_\_\_\_

State of California )  
 ) SS.  
County of San Francisco )

BEFORE ME, the undersigned notary, on this day personally appeared Alex A. Najjar, to me personally known who, being by me duly sworn, says that he/she is a Senior Vice President of CIS Corporation ("CIS"), that the above Memorandum of Assignment of Lease was signed on behalf of CIS by authority of the Board of Directors of CIS and he/she acknowledged that the execution of the foregoing Memorandum of Assignment of Lease was the free act and deed of CIS.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this

14<sup>th</sup> day of July, 1988.

[SEAL]



Veronica K. Mc Gregor  
NOTARY PUBLIC

My Commission Expires:

March 16, 1992



Appendix A

Qty	Manufacturer or Seller	Description	ID or Road Numbers
Four (4)	General Electric	Model Dash 8-40B, turbo charged diesel locomotives	4002, 4004, 4006 and 4008

MEMORANDUM OF ASSIGNMENT OF LEASE

On the date hereof, the parties hereto entered into that certain Assignment and Assumption Agreement, dated as of July 15, 1988, by and between CIS Corporation ("CIS"), as assignor, having its principal offices at One CIS Parkway (Carrier Circle), East, Syracuse, N.Y. 13057 and Banc One Equipment Finance, Inc. ("Banc One"), as assignee, having its offices at 111 Monument Circle, Indianapolis, Indiana 46277, pursuant to which CIS has assigned to Banc One all of its right, title and interest in that certain Master Lease Agreement, dated as of June 21, 1988, as amended, by and between CIS and The New York, Susquehanna and Western Railway Corporation and that certain Equipment Lease Schedule No. 1, as amended, to which it will be attached and incorporated by reference (collectively, the "Lease"), which Lease covers the equipment described in Appendix A.

Executed this 15 day of July, 1988.

CIS CORPORATION

BY: \_\_\_\_\_  
NAME: \_\_\_\_\_  
TITLE: \_\_\_\_\_

BANC ONE EQUIPMENT FINANCE, INC.

BY: Paula M. Brown  
NAME: PAULA M. BROWN  
TITLE: Accounts Officer

State of California )  
 ) SS.  
County of San Francisco )

BEFORE ME, the undersigned notary, on this day personally appeared \_\_\_\_\_, to me personally known who, being by me duly sworn, says that he/she is a \_\_\_\_\_ of CIS Corporation ("CIS"), that the above Memorandum of Assignment of Lease was signed on behalf of CIS by authority of the Board of Directors of CIS and he/she acknowledged that the execution of the foregoing Memorandum of Assignment of Lease was the free act and deed of CIS.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this

\_\_\_\_\_ day of July, 1988.

[SEAL]

\_\_\_\_\_  
NOTARY PUBLIC

My Commission Expires: .  
\_\_\_\_\_

State of Illinois )  
County of Peoria ) SS.

BEFORE ME, the undersigned notary, on this day, personally appeared Frank J. [Signature], to me personally known who, being by me duly sworn, says that he/she is a Senior Manager of Banc One Equipment Finance, Inc. ("Banc One"), that the above Memorandum of Assignment of Lease was signed on behalf of Banc One by authority of its Board of Directors and he/she acknowledged that the execution of the foregoing Memorandum of Assignment of Lease was the free act and deed of Banc One.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this

15 day of July, 1988.

[SEAL] " OFFICIAL SEAL "  
JULIANA CAROL McFADDEN  
NOTARY PUBLIC, STATE OF ILLINOIS  
MY COMMISSION EXPIRES 3/4/92

[Signature]  
NOTARY PUBLIC

My Commission Expires:  
March 4, 1992

Appendix A

Qty	Manufacturer or Seller	Description	ID or Road Numbers
Four (4)	General Electric	Model Dash 8-40B, turbo charged diesel locomotives	4002, 4004, 4006 and 4008

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