

Counterparts - Kim Bartman

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RECORDATION NO. *17946-C, D* FILED 1425

SEP 29 1995 - 1 55 PM

INTERSTATE COMMERCE COMMISSION

OF COUNSEL
URBAN A. LESTER

September 29, 1995

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) copies each of a Memorandum of Assignment Agreement, and a Bill of Sale, both dated September 29, 1995, both secondary documents as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed documents relate to the Memorandum of Lease duly filed with the Commission under Recordation Number 17946.

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

Assignor: Sequel Railcar Leasing Corporation
(fka Sequel Aircraft Leasing Corporation)
570 Lake Cooke Road
Deerfield, Illinois 60015

Assignee: First National Bank of Maryland
25 South Charles Street
Baltimore, Maryland 21201

RECEIVED
OFFICE OF THE
SECRETARY
SEP 29 1 48 PM '95
LEASING BRANCH

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

198 mechanical refrigerator cars VCY 25000 through VCY 25199
(excluding 25049 and 25144)

Mr. Vernon A. Williams
September 29, 1995
Page 2

Also enclosed is a check in the amount of \$42.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return one stamped copy of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "R. Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg
Enclosures



Interstate Commerce Commission
Washington, D.C. 20423-0001

9/29/95

Office Of The Secretary

Robert W. Alvord
Alvord And Alvord
918 Sixteenth St., NW., Ste. 200
Washington, DC., 20006-2973

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 9/29/95 at 1:55PM, and assigned recordation number(s). 17946-C and D.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

\$ 42.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

RECORDATION NO. 17946 *C* FILED 142R

SEP 29 1995 - 1 55 PM

MARYLAND STATE COMMERCE COMMISSION

MEMORANDUM OF ASSIGNMENT AGREEMENT

BETWEEN

SEQUEL RAILCAR LEASING CORPORATION

AND

THE FIRST NATIONAL BANK OF MARYLAND

SEPTEMBER 29, 1995

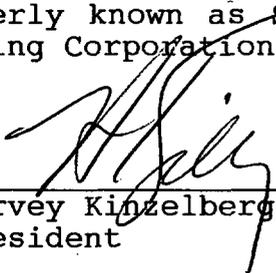
MEMORANDUM OF ASSIGNMENT AGREEMENT made and entered into as of September 29, 1995, by and between SEQUEL RAILCAR LEASING CORPORATION, an Illinois corporation, formerly known as Sequel Aircraft Leasing Corporation ("Assignor"), and THE FIRST NATIONAL BANK OF MARYLAND, a national banking association ("Assignee").

WITNESSETH:

1. Greenbrier Railcar, Inc. ("Greenbrier") as lessor, originally leased to Southern Pacific Transportation Company and St. Louis Southwestern Railway Company (together the "Lessee") two hundred (200) 70-ton mechanical refrigerator cars (now, after two casualties, one hundred ninety-eight (198) cars) bearing marks and numbers VCY 25000 through 25048, inclusive; 25050 through 25143, inclusive; and 25145 through 25199, inclusive.
2. Greenbrier has previously assigned all of its right, title and interest in the Lease to Assignor.
3. Assignor has agreed to assign to Assignee and Assignee has agreed to accept from Assignor the Lease and the corresponding railcars which are the subject of that Lease.
4. This Memorandum of Assignment Agreement may be executed by the parties hereto in any number of counterparts, and all counterparts taken together shall be deemed to constitute one instrument.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

SEQUEL RAILCAR LEASING CORPORATION,
formerly known as Sequel Aircraft
Leasing Corporation

By: 

Harvey Kinzelberg,
President

THE FIRST NATIONAL BANK OF MARYLAND

By: 

Name: Richard M. Folio
Title: Assistant Vice President

STATE OF ILLINOIS)

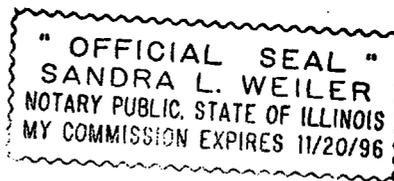
SS:

COUNTY OF LAKE)

On this 22 day of September, 1995, before me personally appeared Harvey Kinzelberg, to me personally known, who being by me duly sworn, says that he is the President of Sequel Railcar Leasing Corporation, that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Sandra L. Weiler
Notary Public for Illinois

My Commission expires: 11/20/96



STATE OF MARYLAND)

SS:

County OF Howard)

On this 27th day of Sept., 1995, before me personally appeared Richard M. Folio, to me personally known, who being by me duly sworn, says that he is the Assistant Vice President of The First National Bank of Maryland, that the foregoing instrument was signed on behalf of said bank, and he acknowledged that the execution of the said instrument was his free act and deed.

Roger Weaver
Notary Public for Maryland

My Commission expires:
Roger Weaver, Notary Public
State of Maryland
Commission expires Jan. 10, 1999

A:FN158605.MEM/S.Pac.(Greenbrier)/Disk1/cmr