

RECORDATION NO: 20868-A  
FILED  
SEP 22 '97  
2:50 PM

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

September 22, 1997

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), and the regulations thereunder, are two (2) copies of a Memorandum of Bill of Sale and Assignment and Assumption Agreement, dated as of September 15, 1997, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Master Lease Agreement, which was previously filed with the Board under Recordation Number 20868.

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

Seller/Assignor:           Textron Financial Corporation  
10 Dorrance Street  
Providence, RI 02903

Purchaser/Assignee:      Transamerica Business Credit Corporation  
13760 Noel Road, Suite 1100  
Dallas, TX 75240

A description of the railroad equipment covered by the enclosed document is:  
one (1) GE industrial switching locomotive serial number 32340

*Handwritten notes:*  
Juli.  
Counterpart -

RECEIVED  
SURFACE TRANSPORTATION  
BOARD  
SEP 22 2 46 PM '97

Mr. Vernon A. Williams  
September 22, 1997  
Page 2

Also enclosed is a check in the amount of \$24.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one (1) stamped copy of the enclosed document to the undersigned.

Very truly yours,

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

Robert W. Alvord

RWA/bg  
Enclosures

SEP 22 '97

2-50PM

**MEMORANDUM OF BILL OF SALE  
AND ASSIGNMENT AND ASSUMPTION AGREEMENT**

Memorandum of Bill of Sale and Assignment and Assumption Agreement, made and entered into as of September 15, 1997 by and between Textron Financial Corporation, Seller/Assignor and Transamerica Business Credit Corporation, Purchaser/Assignee.

**WITNESSETH:**

The undersigned have entered into that certain Bill of Sale and Assignment and Assumption Agreement, dated as of September 15, by which Seller/Assignor has sold and assigned its right, title and interest in and to certain railroad equipment and the leases and beneficial interests therein to Purchaser/Assignee. The railroad equipment and documents related thereto are set forth on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

Textron Financial Corporation

By: Peter James  
Name: PETER N JAMES  
Title: ASSISTANT VICE PRESIDENT

Transamerica Business Credit Corporation

By: Daniel R. Fluharty  
Name: DANIEL R. FLUHARTY  
Title: VICE PRESIDENT

STATE OF Georgia )  
 ) ss:  
COUNTY OF FULTON )

On this 17<sup>th</sup> day of September, 1997, before me personally appeared PETER N. JAMES to me personally known, who being by me duly sworn, says that he is the ASSISTANT VICE PRESIDENT of Textron Financial Corporation, that the foregoing document was signed on behalf of said corporation, and he acknowledged that the execution of said instrument was his free act and deed.

*Lisa Ann Jones*  
NOTARY PUBLIC

My commission expires:

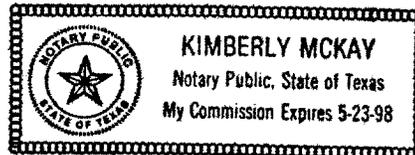
**Notary Public, DeKalb County, Georgia  
My Commission Expires Jan. 2, 2001**

STATE OF )  
 ) ss:  
COUNTY OF )

On this 18<sup>TH</sup> day of September, 1997, before me personally appeared DANIEL R. FLOWARTY, to me personally known, who being by me duly sworn, says that he is the VICE PRESIDENT of Transamerica Business Credit Corporation, that the foregoing document was signed on behalf of said corporation, and he acknowledged that the execution of said instrument was his free act and deed.

*Kimberly McKay*  
NOTARY PUBLIC

My commission expires:



SCHEDULE A

Equipment Location

BIRMINGHAM STEEL  
 3630 4TH STREET  
 JACKSON MS 39208

Qty Description

- 
- 1 TEREX TRUCK  
 MAKE: TEREX MODEL: 33-05 STYLE: TRUCK S/N-VIN: 69486 INV AMT: \$132,244.01
  - 1 TEREX TRUCK  
 MAKE: TEREX MODEL: 33-05 STYLE: TRUCK S/N-VIN: 66162 INV AMT: \$131,344.02
  - 1 CAT LOADER  
 MAKE: CAT MODEL: 966F S/N-VIN: 4YG00434 INV AMT: \$124,500.00
  - 1 CAT LOADER  
 MAKE: CAT MODEL: 966F S/N-VIN: 3XJ1408 INV AMT: \$124,500.00
  - 1 LINKBELT CRAWLER  
 MAKE: LINKBELT MODEL: 6000 S/N-VIN: 6I3-1027A INV AMT: \$216,300.00
  - 1 CAT FORK  
 MAKE: CAT MODEL: V80F S/N-VIN: 2GJ00717 INV AMT: \$21,507.00
  - 1 CAT FORK  
 MAKE: CAT MODEL: DP40 S/N-VIN: 3CM00018 INV AMT: \$21,507.00
  - 1 CASE BACK HOE  
 MAKE: CASE MODEL: 580L S/N-VIN: JJG0221887 INV AMT: \$46,800.00
  - 1 GE INDUSTRIAL SWITCHING LOCOMOTIVE  
 S/N-VIN: 32340 INV AMT: \$56,700.00
  - 1 TRACKMOBILE  
 S/N-VIN: 7194 INV AMT: \$66,350.00
  - 1 CASE SKIDSTEER  
 MODEL: 1845C S/N-VIN: JAF0193858 INV AMT: \$22,705.00
  - 1 TYMCO 600 AIR SWEEPER  
 S/N-VIN: 304SNL67332BAH INV AMT: \$54,500.00
  - 1 LIEBHERR  
 MODEL: R932EW S/N-VIN: 590-3378 INV AMT: \$245,000.00
  - 1 CAT EXCAVATOR  
 MODEL: 229 S/N-VIN: 1GF00500 INV AMT: \$49,500.00
  - 1 CAT LOADER  
 MODEL: 966F S/N-VIN: 8BG00690 INV AMT: \$149,265.00
  - 1 LINKBELT SCAPPER  
 MODEL: Q6000 S/N-VIN: LE3I7-6211A INV AMT: \$359,900.00
  - 1 LIEBHERR  
 MODEL: R954HD S/N-VIN: 494-0148 INV AMT: \$199,800.00
  - 1 FORD LN7000  
 MAKE: FORD MODEL: LN7000 S/N-VIN: 1FDXR7209PVA26917

# TEXTRON FINANCIAL CORPORATION

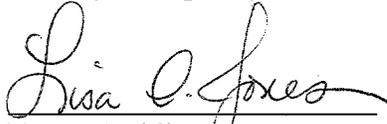
## AFFIDAVIT

I hereby certify that the attached (I) Assignment Agreement dated September 12, 1997, by and between Textron Financial Corporation, as Assignor and Transamerica Business Credit Corporation, as Assignee; and (ii) Bill of Sale dated September 12, 1997 by and between Textron Financial Corporation, as Seller and Transamerica Business Credit Corporation as buyer/Assignee, are true and accurate certified copies of the originals which we hold in our custody and control.

Dated this 17<sup>th</sup> day of September , 1997

  
Peter N. James  
Assistant Vice President

Subscribed to and sworn before me this  
17<sup>th</sup> day of September, 1997

  
Notary Public

**Notary Public, DeKalb County, Georgia**  
**My Commission Expires Jan. 2, 2001**