

OCT 1 '97 2-05 PM

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Country Club - K. Bartman

October 1, 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), are two (2) copies of a Memorandum of Bill of Sale and Assignment and Assumption Agreement, dated as of September 26, 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 20913.

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

Assignor: Textron Financial Corporation
10 Dorrance Street
Providence, Rhode Island 02903

Assignee: Transamerica Business Credit
13760 Noel Road, Suite 1100
Dallas, Texas 75240

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

two (2) yard locomotives bearing reporting marks and road numbers
CR 8707 and CR 8709

Vernon A. Williams
October 1, 1997
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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 stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/bg
Enclosures

OCT 1 '97

2-05 PM

**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 26, 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 26, 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, and Purchaser/Assignee has accepted and assumed all duties and obligations of Seller/Assignor with respect thereto. 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 26th 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 an 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 O. Jones
NOTARY PUBLIC

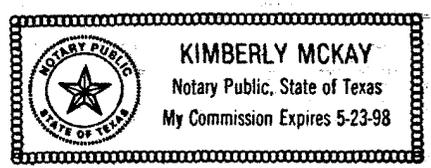
My commission expires:
Notary Public, DeKalb County, Georgia
My Commission Expires Jan. 2, 2001

STATE OF TEXAS)
) ss:
COUNTY OF DALLAS)

On this 29TH day of September, 1997, before me personally appeared DANIEL R. FOWHARTY, 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: 5-23-98



SCHEDULE A

INTERNATIONAL MILL SERVICE INC

All equipment set forth in this Exhibit consisting of 3 page(s) and all proceeds of all the foregoing, including proceeds in the form of goods, accounts, chattel paper, documents, instruments, contract rights and general intangibles.

Equipment Location

BIRMINGHAM STEEL
2850 SOUTH WEST YANCY M220
SEATTLE WA 98216

Vendor: CONSTRUCTION EQUIPMENT CO PO BOX 1271 LAKE GROVE, OR 97035
Cost: \$193,594.00

Qty Description

1 SLAG PLANT
INV #: PO 90799 INV AMT: \$193,594.00

Vendor: MCDOWELL BROS. INDUSTRIES INC 2018 KINGSWAY SUDBURY, ON P3B4J8
Cost: \$450,000.00

Qty Description

1 WAGNER SCOOP TRAM
MAKE: WAGNER S/N-VIN: DA15P0255 INV #: 002295-00 INV AMT: \$225,000.00

1 WAGNER SCOOP TRAM
MAKE: WAGNER S/N-VIN: DA15P0309 INV #: 002295-00 INV AMT: \$225,000.00

Vendor: ALLEGHENY SHOVEL & DRAG RD. Y, BOX 69 FOGELTOWN ROAD GARRETT, PA 15542
Cost: \$160,000.00

Qty Description

1 NORTHWEST MODEL 95-WT CRANE
S/N-VIN: 27105 INV #: 8248-1 INV AMT: \$160,000.00

Equipment Location

MAC STEEL
5225 PLANTERS ROAD
FORT SMITH AR 72916

Vendor: HIWAY EQUIPMENT CO 6203 LONG DRIVE HOUSTON, TX 77087
Cost: \$149,463.00

Qty Description

1 GRADALL GE X4200 CRAWLER EXCAVATOR
MAKE: GRADALL MODEL: GE XL420 S/N-VIN: 0421207 INV #: E00025 INV AMT: \$149,463.00

Equipment Location

USX GARYWORKS
1 NORTH BROADWAY
GARY IN 46401

Vendor: RAILCAR, LTD. 1819 PEACHTREE ROAD, N.E. SUITE 315 ATLANTA, GA 30309
Cost: \$145,000.00

Qty Description

- 1 YARD LOCOMOTIVE SW-900 8707
MODEL: 8707 S/N-VIN: SW-900 INV #: PO H8691 INV AMT: \$75,000.00
- 1 YARD LOCOMOTIVE SW-900 8709
MODEL: 8709 S/N-VIN: SW-900 INV #: PO H8692 INV AMT: \$70,000.00

Vendor: THREE RIVERS INDUSTRIAL CORP 4229 FIRST AVENUE SUITE F TUCKER, GA 30084
Cost: \$52,500.00

Qty Description

- 1 KOMATSU D1558-1 CRAWLER LOADER
MAKE: KOMATSU MODEL: D1558-1 S/N-VIN: 1169 INV #: PO 63439 INV AMT: \$52,500.00

Equipment Location

AUBURN STEEL
QUARRY ROAD
AUBURN NY 13021

Vendor: UDELSON EQUIPMENT CO 7400 N.W. 79TH AVENUE MIAMI, FL 33166
Cost: \$258,000.00

Qty Description

- 1 CAT 980C WHEEL LOADER
MAKE: CATERPILLAR MODEL: 980C S/N-VIN: 13B01155 INV AMT: \$129,500.00
- 1 CAT 980C WHEEL LOADER
MAKE: CATERPILLAR MODEL: 980C S/N-VIN: 13B01093 INV #: PO 94779 INV AMT: \$128,500.00

Equipment Location

BETHLEHEM STEEL
RR #5, EASTON ROAD
BETHLEHEM PA 18015

Vendor: READ MACHINERY INC 425 CONSTITUTION BLVD. FALLSTON, PA 15066
Cost: \$144,000.00

Qty Description

- 1 READ WASTEMANAGER
MAKE: READ S/N-VIN: 509 INV #: 1871 INV AMT: \$144,000.00