

*Countersign - York*

RECORDATION NO. 16722-A FILED

NOV 6 '97 2-25 PM

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November 6, 1997

*18509-J*

NOV 6 2 25 PM '97

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

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 three (3) copies of a Memorandum of Bill of Sale and Assignment and Assumption Agreement, dated as of November 6, 1997, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Commission/Board under the Recordation Numbers on the schedule attached hereto. Please file the Memorandum under Recordation Number 16722-A, and cross-index under the remaining Recordation Numbers.

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

Seller/Assignor: Pitney Bowes Credit Corporation  
27 Waterview Drive  
Shelton, Connecticut 06484

Purchaser/Assignee: Wilmington Trust Company, as Owner Trustee  
under PBG Equipment Trust Agreement  
1100 North Market Street  
Wilmington, Delaware 19890

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A attached to the Memorandum.

Mr. Vernon A. Williams  
November 6, 1997  
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Also enclosed is a check in the amount of \$288.00 payable to the order of the Surface Transportation Board covering the required recordation fee and cross-indexing fees.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg  
Enclosures

Please index under the following Recordation Numbers:

RECORDATION NO. 16722-A FILED  
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RECORDATION NO. 17583-A FILED  
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RECORDATION NO. 17635-A FILED  
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RECORDATION NO. 17643-C FILED  
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RECORDATION NO. 17892-V FILED  
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RECORDATION NO. 18452-A FILED  
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16722-A  
17583-A  
17635-A  
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18509-J  
18633-C  
19604-A  
19815-D  
20339-A  
20340-A

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RECORDATION NO. 18633-C FILED  
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RECORDATION NO. 19604-A FILED  
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RECORDATION NO. 19815-D FILED  
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RECORDATION NO. 20339-A FILED  
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RECORDATION NO. 20340-A FILED  
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MEMORANDUM OF BILL OF SALE  
AND ASSIGNMENT AND ASSUMPTION AGREEMENT

RECORDATION NO. 16782-A FILED  
NOV 6 '97 7-25 PM

Memorandum of Bill of Sale and Assignment and Assumption Agreement, made and entered into as of November 6, 1997, by and between PITNEY BOWES CREDIT CORPORATION, Seller/Assignor, and WILMINGTON TRUST COMPANY, Purchaser/Assignee, not in its individual capacity but solely as Owner Trustee under the PBG Equipment Trust Agreement, dated as of November 1, 1997, between Wilmington Trust Company and PBG Capital Partners L.L.C.

WITNESSETH:

The undersigned have entered into (i) that certain Bill of Sale, dated as of November 6, 1997, and (ii) that certain Assignment and Assumption Agreement, dated as of November 6, 1997, together 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 arising on or after the closing date. The documents relating to the railroad equipment are set forth in exhibits to the Assignment and Assumption Agreement. The railroad equipment is 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.

PITNEY BOWES CREDIT CORPORATION

By Michael G. Leyn  
Name: Michael G. Leyn  
Title: VP - Senior Credit Officer

WILMINGTON TRUST COMPANY, not in its individual capacity but solely as Owner Trustee under the PBG Equipment Trust Agreement

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