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April 7, 1995

19348 JA

VIA HAND DELIVERY

Secretary
Interstate Commerce Commission
Room 2311
Washington, DC 20423

Re: DOCUMENTS FOR RECORDATION

Dear Secretary:

I am an attorney representing a party to the enclosed document. I have enclosed two certified copies of the documents described below, to be recorded pursuant to Section 11303 of Title 49 of the United States Code and the regulations adopted thereto. The documents are:

1. Memorandum of Lease, a primary document, dated as of May 2, 1994. The names and addresses of the parties to the foregoing document follow:

Lessor: Amplicon, Inc.
5 Hutton Centre Drive
Santa Ana, California 92707

Lessee: Scott Co. of California
1717 Doolittle Drive
San Leandro, California 94577

The equipment covered by the foregoing document follows: One Plasser Maintenance Car, model no. PMC-50, serial no. 3011.

2. Assignment of Lease - Without Recourse, a secondary document, dated as of February 3, 1995. The primary document to which this document is connected is the Memorandum of Lease described in Section Number 1 above. The names and addresses of the parties to the foregoing document follow:

Assignor: Amplicon, Inc.
5 Hutton Centre Drive
Santa Ana, California 92707

Documents - Betty

Assignee: The CIT Group/Equipment Financing, Inc.
1211 Avenue of the Americas
New York, New York 10036

The equipment covered by the foregoing document follows: One Plasser Maintenance Car, model no. PMC-50, serial no. 3011.

A fee of \$42.00 is enclosed. Please return any extra copies not needed by the Commission for recordation and the enclosed copy of this letter, each stamped with your recordation number, to the bearer of this letter.

A short summary of the documents to appear in the index follows:

1. Memorandum of Lease dated as of May 2, 1994, between Amplicon, Inc., Santa Ana, California, and Scott Co. of California, San Leandro, California, covering the following equipment: One Plasser Maintenance Car, model no. PMC-50, serial no. 3011.

2. Assignment of Lease - Without Recourse dated as of February 3, 1995, by Amplicon, Inc., Santa Ana, California, in favor of The CIT Group/Equipment Financing, Inc., New York, New York, covering the following equipment: One Plasser Maintenance Car, model no. PMC-50, serial no. 3011.

Yours very truly,

SEYFARTH, SHAW, FAIRWEATHER & GERALDSON

By:


Stacy Powell-Bennett

Enclosure

cc: Gena Weed (w/o enc.)
Richard Demarest Yant (w/o enc.)



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

4/7/95

Office Of The Secretary

Stacy Powell-Bennett
SeyFarth, Shaw, Fairweather & Geraldson
55 East Monroe Street, Ste. 4200
Chicago, Illinois 60603-5803

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/7/95 at 11:15AM, and assigned recordation number(s) 19348 and 19348-A.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

(0100587033)

\$ 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

SCHEDULE 1
TO
MEMORANDUM OF LEASE AGREEMENT
DATED AS OF MAY 5, 1994

EQUIPMENT

One Plasser Maintenance Car, model no. PMC-50.

Serial Number: 3011

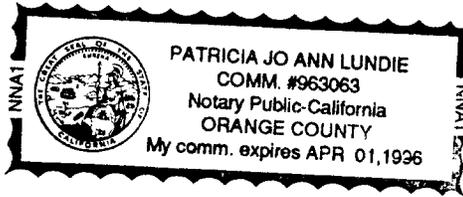
+ STATE OF CALIF)
COUNTY OF ORANGE) SS:

On this 7th day of March, 1995, before me personally appeared Chris Robinson, to me personally known, who, being by me duly sworn, says that he is a Vice President of AMPLICON, INC., and that the foregoing Memorandum of Lease Agreement was signed on behalf of said corporation pursuant to corporate authority. Further, he acknowledged that the execution of the foregoing Memorandum of Lease Agreement was the free act and deed of said corporation.

Patricia Jo Ann Lundie
Notary Public

[Notarial Seal]

My commission expires: 4-1-96



STATE OF California)
COUNTY OF Alameda) SS:

On this 3 day of March, 1995, before me personally appeared R. W. Davis, to me personally known, who, being by me duly sworn, says that he is a C. F. O. of SCOTT CO. OF CALIFORNIA, and that the foregoing Memorandum of Lease Agreement was signed on behalf of said corporation pursuant to corporate authority. Further, he acknowledged that the execution of the foregoing Memorandum of Lease Agreement was the free act and deed of said corporation.

Paula J. Budd
Notary Public

[Notarial Seal]

My commission expires:

