

RECORDATION NO. 9405-C FILED

OCT 24 '97

11-30AM

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
918 SIXTEENTH STREET, N.W.  
SUITE 200  
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

20006-2973

OF COUNSEL  
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

October 24, 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 Assignment and Assumption Agreement, dated as of October 1, 1997, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease of Railroad Equipment previously filed with the Commission under Recordation Number 9405.

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

Assignor: The Chase Manhattan Bank  
(successor to Chemical Bank)  
270 Park Avenue  
New York, New York 10017

Assignee: Manufacturers Hanover Leasing International Corp.  
c/o Texas Commerce Bank  
P.O. Box 2558  
Houston, Texas 77252

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A attached to the Assignment and Assumption Agreement.

*Counterparts - [unclear]*

OCT 24 11 29 AM '97

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

Mr. Vernon A. Williams  
October 24, 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 stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "R. Alvord", written in dark ink.

Robert W. Alvord

RWA/bg  
Enclosures

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D. C. 20423-0001

OFFICE OF THE SECRETARY

Robert W. Alvord  
Alvord and Alvord  
918 Sixteenth Street, NW., Ste. 200  
Washington, DC., 20006-2973

DATE: 10/24/97

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301  
and 49 CFR 1177.3 (c), on 10/24/97 at 11:30AM, and  
assigned recordation number(s) 9405-C.

Sincerely Yours,

  
Vernon A. Williams  
Secretary

Enclosure(s)

\$ 24.00 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.  
In the event of an error or any questions concerning this fee, you will receive a notification after  
the Surface Transportation Board has an opportunity to examine your document.

Signature Janice M. Fort

OCT 24 '97

11-30AM

**MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**

Memorandum of Assignment and Assumption Agreement, made and entered into as of October 1, 1997 by and between THE CHASE MANHATTAN BANK (formerly Chemical Bank), as Assignor and MANUFACTURERS HANOVER LEASING INTERNATIONAL CORP., as Assignee.

**WITNESSETH:**

The undersigned have entered into that certain Assignment and Assumption Agreement, dated as of October 1, 1997, by which Assignor has assigned its right, title and interest in and to certain railroad equipment and the leases therein to Assignee, and Assignee has accepted and assumed all duties and obligations of 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.

THE CHASE MANHATTAN BANK,  
as Assignor

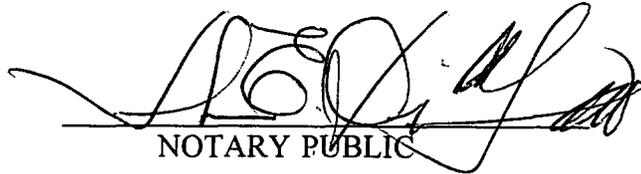
By John N. Bush  
Name: John N. Bush  
Title: Senior Vice President, General Counsel

MANUFACTURERS HANOVER LEASING  
INTERNATIONAL CORP.,  
as Assignee

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

STATE OF NEW YORK )  
 ) ss.:  
COUNTY OF New York )

On this 1<sup>st</sup> day of October \_\_, 1997, before me personally appeared John N. Bush, to me personally known, who being by me duly sworn, says that he is the Senior Vice President & Tax Counsel of The Chase Manhattan Bank, 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.

  
NOTARY PUBLIC

My commission expires:

JOSEPH E. DIGENARO  
Notary Public, State of New York  
No. 02DI5016565  
Qualified in Nassau County  
Commission Expires 8/16/99

STATE OF TEXAS )  
 ) ss.:  
COUNTY OF )

On this \_\_\_ day of October \_\_, 1997, before me personally appeared John H. Bilello, to me personally known, who being by me duly sworn, says that he is the President, of Manufacturers Hanover Leasing International Corp., 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.

\_\_\_\_\_  
NOTARY PUBLIC

My commission expires:

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.

THE CHASE MANHATTAN BANK,  
as Assignor

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

MANUFACTURERS HANOVER LEASING  
INTERNATIONAL CORP.,  
as Assignee

By John H. Bilello  
Name: JOHN H. BILELLO  
Title: PRESIDENT

STATE OF NEW YORK )  
 ) ss.:  
COUNTY OF )

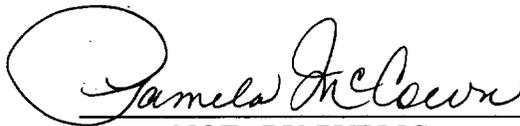
On this \_\_\_\_ day of October \_\_, 1997, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, says that he is the \_\_\_\_\_ of The Chase Manhattan Bank, that the foregoing document was signed on behalf of said corporation, and he acknowledged that the execution of said instrument was his free act and deed.

\_\_\_\_\_  
NOTARY PUBLIC

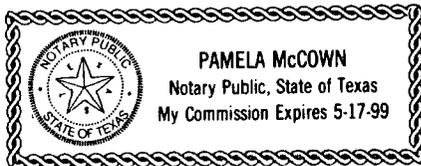
My commission expires:

STATE OF TEXAS )  
 ) ss.:  
COUNTY OF HARRIS )

On this 15 day of October \_\_, 1997, before me personally appeared John H. Bilello, to me personally known, who being by me duly sworn, says that he is the President, of Manufacturers Hanover Leasing International Corp., 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.

  
\_\_\_\_\_  
NOTARY PUBLIC

My commission expires:



## EXHIBIT A

Description of Equipment

<u>Description</u>	<u>Number of Units</u>	<u>Identifying Mark and Numbers (Both Inclusive)</u>
100-ton roller bearing CF 5250 hopper cars, equipped with 20" hatches and pneumatic outlets, built generally to specification No. SCL-CF-SS2	66	BFGX 1095 to BFGX 1160
16,000 gallon DOT 111A100W exterior coiled and insulated tank cars for caustic soda service	23	BFGX 7000 to BFGX 7022