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

20006-2973

OF COUNSEL  
URBAN A. LESTER

(202) 393-2266

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April 15, 1998

RECORDATION NO. **20175-B** FILED

APR 15 '98

11-05 AM

APR 15 11 05 AM '98

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

*Williams*  
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 Specification of Assigned Lease Schedule, dated as of April 8, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Master Rail Lease Agreement and Lease Schedules No. 801 and No. 802 which were previously filed with the Board under Recordation Number 20175 and 20175-A.

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

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

Assignee: Debis Financial Services, Inc.  
201 Merritt 7, Suite 700  
Norwalk, Connecticut 06856

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

one hundred (100) tank railcars bearing EPCX reporting marks and road numbers 1001 through 1100, inclusive

Mr. Vernon A Williams  
April 15, 1998  
Page 2

Also enclosed is a check in the amount of \$26.00 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 black ink.

Robert W Alvord

RWA/bg  
Enclosures

APR 15 '98 11-05AM

**MEMORANDUM OF SPECIFICATION OF ASSIGNED LEASE SCHEDULE**

Memorandum of Specification of Assigned Lease Schedule made and entered into as of April 8, 1998 by and between PITNEY BOWES CREDIT CORPORATION, ("Assignor") and "Debis Financial Services, Inc., ("Assignee").

**WITNESSETH:**

- 1. Assignor, as Lessor, has entered into a Master Rail Lease Agreement dated as of June 14, 1996 (the "Lease") with Enterprise Products Company, as Lessee, covering certain railroad equipment bearing EPCX reporting marks and road numbers 1001 through 1100, inclusive.
- 2. Assignor has agreed to assign to Assignee and Assignee has agreed to accept from Assignor the aforesaid Lease and the corresponding railcars which are the subject of that Lease.
- 3. This Memorandum is intended to be recorded with the Surface Transportation Board and may be executed by the parties hereto in any number of counterparts, and all such counterparts taken together shall be deemed to constitute one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be signed and sealed by their respective officers as of the date and year first above written.

Debis Financial Services, Inc.

By: 

Title: MANAGER OF OPERATIONS

PITNEY BOWES CREDIT CORPORATION

By: 

Title: MICHAEL J. LEYH

Vice President and  
Senior Manager

Mr. Vernon A Williams  
October 18, 1996  
Page 2

Intercreditor and Custodial Agreement

NationsBanc Leasing Corporation  
2300 Northlake Centre Drive  
Tucker, Georgia 30084

American Finance Group  
98 North Washington Street  
Boston, Massachusetts 02114

IIBU Fund II PLC  
IFSC House  
International Financial Services Centre  
Custom House Docks  
Dublin 1, Ireland

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

\* nine (9) Articulated Five Pack Railcars CR 790049, CR 790052 through  
CR 790058 and CR 790072, all of which are leased to Consolidated Rail  
Corporation (see Recordation Number 19871)

see Schedule - covers 20 cars also

Also enclosed is a check in the amount of \$44 00 payable to the order of the  
Surface Transportation Board covering the required recordation fee

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

Very truly yours,



Robert W Alvord

RWA/bg  
Enclosures

RECORDATION NO 20178-B FILED 1425  
OCT 1 8 1995 11 45 AM

# NationsBank

NationsBank Leasing Corporation

## Intercreditor and Custodial Agreement

This Intercreditor and Custodial Agreement (the "Agreement") dated as of the 26<sup>th</sup> day of June, 1996, by and among NationsBank Leasing Corporation ("NBLC"), IIBU Fund II ("IIBU") and American Finance Group ("AFG").

### WITNESSETH:

Whereas, AFG has previously purchased 20 rail cars, as identified in Exhibit A attached hereto and made a part hereof ("AFG Equipment") and taken an assignment from Railroad Technology Corporation ("Railtech") of that certain Railcar Lease Agreement ("Lease") dated April 25, 1995, by and between Railtech, as Lessor, and Consolidated Rail Corporation ("Conrail"), as Lessee, to the extent the Lease relates to the AFG Equipment (the AFG Equipment and the Lease as it relates thereto being referred to herein as "AFG Collateral") and;

Whereas, NBLC intends to extend financial accommodations to Railtech, to be secured by the remaining nine (9) rail cars leased under the Lease, as identified in Exhibit B attached hereto and made a part hereof ("NBLC Equipment") and an assignment of the Lease to the extent it relates to the NBLC Equipment (the NBLC Equipment and the Lease as it relates thereto being referred to herein as the "NBLC Collateral");

Whereas, AFG further assigned its right, title and interest, but none of the obligations, in the lease and the AFG Equipment to IIBU.

Whereas, IIBU currently possesses the original Lease; and

Whereas, the parties hereto desire to clarify their respective interests in and to the Lease, AFG Collateral and NBLC Collateral.

Now therefore, in consideration of the mutual premises herein contained, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

1. NBLC agrees that it does not have, nor shall it make any claim in the AFG Collateral, and IIBU and AFG agree that neither has, nor shall either, make any claim in the NBLC Collateral.

2. IIBU hereby covenants and agrees to retain custody of the original Lease as Bailee, for and on behalf of NBLC, for purposes of NBLC perfecting its security interest therein pursuant to Uniform Commercial Code 9-305, until notified otherwise in writing by NBLC. In the event that, prior to IIBU or AFG receiving any such notice, IIBU or AFG ceases to have an interest in the Lease, IIBU agrees to send the original Lease to NBLC.

In witness whereof, the parties hereto have executed this agreement as of the date first above written.

NationsBank Leasing Corporation

By: [Signature]  
Printed Name: Damon R. Excell  
Title: Assistant Vice President

American Finance Group

By: [Signature]  
Printed Name: E W Baker  
Title: Manager

IIBU FUND II PLE  
American Finance Group, Inc., as Manager

By: [Signature]  
Printed Name: E W Baker  
Title: Manager

# NationsBank

NationsBank Leasing Corporation

## Exhibit A to Intercreditor and Custodial Agreement

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Twenty (20) 53' Articulated Five (5) Platform TOFC (Trailer on Flat Car) Spine Cars manufactured in 1983 by FMC Corporation and rebuilt in 1994/1995 by CONRAIL at Holidaysburg, PA according to specifications and standards of current Third Generation TTX Spine Cars, as set forth in the Railtech scope of work (Impack Conversion Project) dated April 7, 1995. One hundred (100) Platforms or twenty (20) Five Pack Cars (each such Car, a "Unit"). The twenty (20) "Units" numbered as follows: CR790050; CR790051; CR790059; CR790060; CR790061; CR790062; CR790063; CR790064; CR790065; CR790066; CR790068; CR790069; CR790070; CR790071; CR790073; CR780074; CR790075; CR790076; CR790077; CR790078

# NationsBank®

NationsBanc Leasing Corporation

## **Exhibit B to Intercreditor and Custodial Agreement**

Nine (9) 53' Articulated Five (5) Platform TOFC (Trailer on Flat Car) Spine Cars, manufactured in 1983 by FMC Corporation and rebuilt in 1994/1995 by CONRAIL at Holidaysburg, PA according to specifications and standards of current Third Generation TTX Spine Cars, as set forth in the Railtech scope of work (Impack Conversion Project) dated April 7, 1995. Forty-five (45) Platforms or nine (9) Five Pack Cars (each such Car, a "Unit") The nine (9) "Units" numbered as follows: CR 790049, CR 790052, CR 790053; CR 790054; CR 790055, CR 790056; CR 790057, CR 790058, CR 790072.

CERTIFICATION OF DOCUMENTS

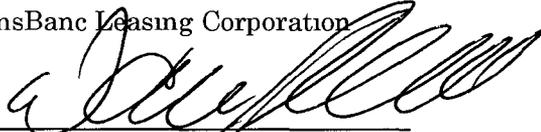
The undersigned officer of NationsBanc Leasing Corporation (NBLC) hereby certifies that the documents listed below and delivered herewith are true and correct copies of the original documents

June 26, 1996, Intercreditor and Custodial Agreement by and among NationsBanc Leasing Corporation, IIBU Fund II, and American Finance Group.

Certified this 10th day of October, 1996

NationsBanc Leasing Corporation

By



Damon R Excell  
Assistant Vice President

**Notarial Acknowledgement:**

State of Georgia )  
County of DeKalb ) ss.:

I hereby certify that on this day before me, an officer duly authorized in the State and County aforesaid to take acknowledgment, personally appeared Damon R. Excell, AVP, NationsBanc Leasing Corporation

to me known to be the person(s) described in an who executed the foregoing instrument and acknowledged before me that (he, she, they) duly executed the same

In Witness Whereof I have hereunto set my hand and official seal this 15th day of October, 1996

My Commussion Expires June 22, 1998

(Official Seal)



Andrea E. Feinstein

Notary Public Andrea E. Feinstein

In and for said County and State or District of Columbia