

# Nixon, Hargrave, Devans & Doyle

Attorneys and Counselors at Law

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS  
1600 MAIN PLACE TOWER  
BUFFALO, NEW YORK 14202

(716) 853-8100  
FAX (716) 853-8109

CLINTON SQUARE  
POST OFFICE BOX 1051  
ROCHESTER, NEW YORK 14603  
(716) 263-1000

SUITE 800  
ONE THOMAS CIRCLE  
WASHINGTON, D C 20005  
(202) 457-5300

ONE KEYCORP PLAZA  
ALBANY, NEW YORK 12207  
(518) 427-2650

990 STEWART AVENUE  
GARDEN CITY, NEW YORK 11530  
(516) 832-7500

30 ROCKEFELLER PLAZA  
NEW YORK, NEW YORK 10112  
(212) 603-3000

RECORDATION NO. 17053, P (716) 263-1712  
FILED 1425

May 27, 1994

MAY 31 1994 - 11 05 AM

INTERSTATE COMMERCE COMMISSION

Sidney L. Stickland, Jr.  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Dear Sir:

I have enclosed an original and one counterpart of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is an Assignment of Assignment Rents, a secondary document, dated as of May 1, 1994.

The names and addresses of the parties to the document are as follows:

Assignor: Chemical Bank  
Bridgewater Place  
500 Plum Street  
Syracuse, New York 13204

Assignee: Manufacturers and Traders Trust Company  
One Fountain Plaza  
Buffalo, New York 14203

The primary document to which this is connected is recorded under Recordation No 17053-G.

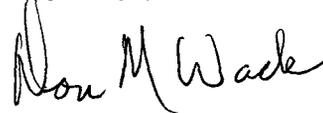
We request that this Assignment of Collateral Assignment of Leases and Rents be cross-indexed.

A fee of \$18.00 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to Don M. Wade, Nixon, Hargrave, Devans & Doyle, P.O. Box 1051, Rochester, New York 14603.

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

The secondary document is an Assignment of Assignment of Rents given by Chemical Bank ("Assignor"), having an office at Bridgewater Place, 500 Plum Street, Syracuse, New York 13204 to Manufacturers and Traders Trust Company ("Assignee"), having an office at One Fountain Plaza, Buffalo, New York 14203., dated as of May 1, 1994. This document assigns a certain Collateral Assignment of Leases and Rents given by Delaware Otsego Corporation to Assignor, dated as of September 27, 1990 and filed at Recordation No. 17053-G.

Very truly yours,

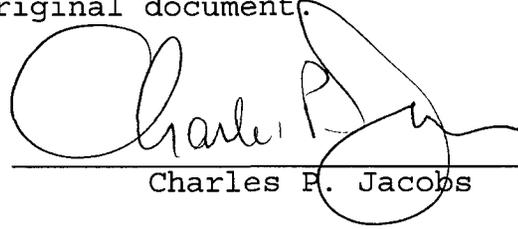


Don M. Wade  
Attorney for Manufacturers and  
Traders Trust Company

DMW/saw  
Enclosure

RECORDATION NO. 17053-9  
FILED 1985  
MAY 31 1994 - 11 05 AM  
INTERSTATE COMMERCE COMMISSION

I, Charles P. Jacobs, have compared the attached copy of the Assignment of Assignment of Rents dated as of May 1, 1994 with the original, and have found the copy to be complete and identical in all respects to the original document.

  
\_\_\_\_\_  
Charles P. Jacobs

CHARLES P JACOBS  
Notary Public, State of New York  
Qualified in Erie County  
My Commission Expires July 31, 1994

RECORDATION NO. 17053  
FILED 1995  
MAY 31 1994 - 11 05 AM  
INTERSTATE COMMERCE COMMISSION

(New Jersey)

CHEMICAL BANK  
to  
MANUFACTURERS AND TRADERS TRUST COMPANY

---

ASSIGNMENT OF ASSIGNMENT OF RENTS

---

Dated as of May 1, 1994

---

After Recording Please Return to:

Nixon, Hargrave, Devans & Doyle  
1600 Main Place Tower  
Buffalo, New York 14202

ASSIGNMENT OF ASSIGNMENT OF RENTS

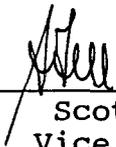
KNOW ALL MEN BY THESE PRESENTS, that CHEMICAL BANK, a New York banking corporation having its principal office at Bridgewater Place, 500 Plum Street, Syracuse, New York 13202 ("Assignor"), in consideration of TEN AND NO/100 DOLLARS (\$10.00) and other good and valuable consideration paid by MANUFACTURERS AND TRADERS TRUST COMPANY, a New York banking corporation having its principal banking office at One M & T Plaza, Buffalo, New York 14240 ("Assignee"), the receipt of which is hereby acknowledged, hereby assigns unto Assignee the Assignment of Leases and Rents described in SCHEDULE "A" attached hereto (collectively, the "Assignment of Rents") covering certain real property located in Bergen County, Hudson County, Morris County, Passaic County, Sussex County and Union County, New Jersey;

TO HAVE AND TO HOLD the same unto Assignee and to its successors and assigns forever.

Except for the representations with respect to the Assignment of Rents contained in a certain Mortgagee's Estoppel Letter from Assignor to Assignee, dated May 27, 1994, this Assignment is made without recourse, representation or warranty to Assignor or to its successors or assigns in any case or event or for any purpose whatsoever.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be duly executed this 26 day of May, 1994.

CHEMICAL BANK

By:   
Scott Geller  
Vice President



SCHEDULE "A"

List of Assignment of Rents Being Assigned

Collateral Assignment of Leases and Rents given by Delaware Otsego Corporation to Chemical Bank, dated as of September 27, 1990 and recorded in the office of the Bergen County, New Jersey Clerk on November 19, 1990 in Book 7950 at page 530; in the Office of the Hudson County, New Jersey, Register of Deeds in Book 4645 at page 104; in the Office of the Morris County, New Jersey Clerk on November 1, 1990 in Book MB3498 at page 101; in the Office of the Passaic County, New Jersey, Register on December 31, 1990 in Book Q-123 of Mortgages at page 100; in the Office of the Sussex County, New Jersey, Clerk on January 2, 1991 in Book M1896 at page 323; and in the Office of the Union County, New Jersey, Register on October 9, 1990 in Book MB 4136 at page 165.