

RECORDATION NO. 15460-C  
FILED

SEP 30 '97

3-40 PM

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
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WASHINGTON, D.C.

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ELLSWORTH C. ALVORD (1964)

20006-2973

OF COUNSEL  
URBAN A. LESTER

(202) 393-2266  
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*Identify parts - Elsworth*

September 30, 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 Bill of Sale and Assignment and Assumption Agreement, dated as of September 30, 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 under one of the following the Recordation Numbers: 15460, 15707 and 15883.

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

Seller/Assignor: Colonial Pacific Leasing Corporation  
27 Waterview Drive  
Shelton, Connecticut 06484

Purchaser/Assignee: GATX Third Aircraft Corporation  
Four Embarcadero Center, Suite 2200  
San Francisco, California 94111

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

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RECEIVED  
SURFACE TRANSPORTATION  
BOARD

Mr. Vernon A. Williams  
September 30, 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 black ink, appearing to read "Robert W. Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg  
Enclosures

MEMORANDUM OF BILL OF SALE  
AND ASSIGNMENT AND ASSUMPTION AGREEMENT

SEP 30 '97

3-40 PM

Memorandum of Bill of Sale and Assignment and Assumption Agreement, made and entered into as of September 30, 1997 by and between COLONIAL PACIFIC LEASING CORPORATION, Seller/Assignor and GATX THIRD AIRCRAFT CORPORATION, Purchaser/Assignee.

WITNESSETH:

The undersigned have entered into (i) that certain Bill of Sale, dated as of September 30, 1997, and (ii) that certain Assignment and Assumption Agreement, dated as of September 30, 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.

COLONIAL PACIFIC LEASING CORPORATION

By *Jeffrey J Ramos*  
Name: Jeffrey J Ramos  
Title: Treasurer

GATX THIRD AIRCRAFT CORPORATION

By *Thomas C. Nord*  
Name: Thomas C. Nord  
Title: Vice President

STATE OF Connecticut )  
 ) ss: Shelton  
COUNTY OF Fairfield )

On this \_\_\_\_ day of September, 1997, before me personally appeared Jeffrey J. Ramos to me personally known, who being by me duly sworn, says that he is the Treasurer of Colonial Pacific Leasing Corporation, 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.

Susan Burbank  
NOTARY PUBLIC

My commission expires: November 30, 2001

STATE OF \_\_\_\_\_ )  
 ) ss:  
COUNTY OF \_\_\_\_\_ )

On this \_\_\_\_ day of September, 1997, before me personally appeared \_\_\_\_\_ to me personally known, who being by me duly sworn, says that he is the \_\_\_\_\_ of GATX Third Aircraft Corporation, 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:

See attached page.

**CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT**

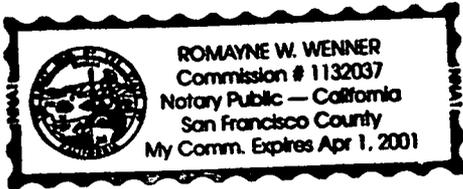
State of CALIFORNIA

County of SAN FRANCISCO

On SEPTEMBER 26, 1997 before me, ROMAYNE W. WENNER, NOTARY PUBLIC,  
Date Name and Title of Officer (e.g., "Jane Doe, Notary Public")

personally appeared THOMAS C. NORD  
Name(s) of Signer(s)

personally known to me - ~~OR~~  proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/hers/their authorized capacity(ies), and that by his/hers/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

*Romayne W. Wenner*  
Signature of Notary Public

**OPTIONAL**

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

**Description of Attached Document**

Title or Type of Document: MEMORANDUM OF BILL OF SALE AND ASSIGNMENT AND ASSUMPTION AGREEMENT

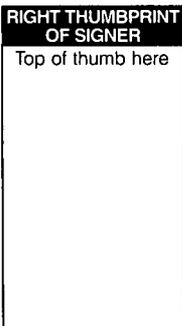
Document Date: SEPTEMBER 30, 1997 Number of Pages: 1

Signer(s) Other Than Named Above: JEFFREY J. RAMOS

**Capacity(ies) Claimed by Signer(s)**

Signer's Name: THOMAS C. NORD

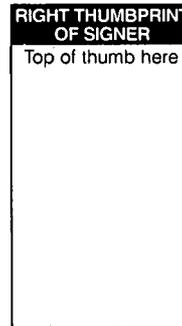
- Individual
- Corporate Officer  
Title(s): VICE PRESIDENT
- Partner —  Limited  General
- Attorney-in-Fact
- Trustee
- Guardian or Conservator
- Other: \_\_\_\_\_



Signer Is Representing:  
GATX THIRD  
AIRCRAFT CORP.

Signer's Name: \_\_\_\_\_

- Individual
- Corporate Officer  
Title(s): \_\_\_\_\_
- Partner —  Limited  General
- Attorney-in-Fact
- Trustee
- Guardian or Conservator
- Other: \_\_\_\_\_



Signer Is Representing:  
\_\_\_\_\_  
\_\_\_\_\_

Solvay

**Exhibit A**

LEASE SCHEDULE

Recordation Number 15460-C

Master Equipment Lease Agreement No. 0050898

Account Billing No. \_\_\_\_\_

Master Equipment Lease Agreement Date: December 30, 1987

Lessee Purchase Order No.: \_\_\_\_\_

Lease Schedule No.: 801

Outside Commitment Date: December 30, 1987

Lease Schedule Date: December 30, 1987

ITC Retained by Lessor: Yes \_\_\_ No X  
7 year class recovery property

Between PITNEY BOWES CREDIT CORPORATION (Lessee).

*Solvay  
Polymers*

and SOLTEX POLYMER

*0050898*

**1. Equipment Description**

Quantity	Item	Model and Serial Number
79	Covered Railroad Hopper Cars	ACF, ELTX, Nos. 1400 through and including 1478 together with all accessories, attachments, substitutions and accessions.

*1 Railroad car marked ELX 1425*

**2. Equipment Location**

The above Equipment is to be delivered to Lessee's premises at Deer Park, Texas.

**3. Billing Address**

Soltex Polymer Corporation, 3333 Richmond Avenue, Houston, Texas 77098. Attn: Accounts Payable.

**4. Original Rental Term**

180 Months. Payable Monthly in arrears.

**5. Aggregate Rental for Original Rental Term**

\$6,266,926.80 payable as follows: *30,938.01*  
The first Ninety (90) payments at a monthly Rental Payment of ~~\$31,334.65~~ followed by the second Ninety (90) payments at a monthly Rental Payment of ~~\$38,297.87~~. *37,213.09*

This first Rental Payment of \$31,334.65 is due on January 30, 1988.