

Alvord & Alvord

RECORDATION NO. ~~14097~~ FILED
14097-E
SEP 30 '97 3:40 PM

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.
20006-2973
(202) 393-2266
FAX (202) 393-2156

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

OF COUNSEL
URBAN A. LESTER

September 30, 1997

15620-H

SEP 30 3 38 PM '97
RECORDED
SURFACE TRANSPORTATION BOARD

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/Board under the Recordation Numbers on the schedule attached hereto. Please file the Memorandum under Recordation Number 14097-E, and cross-index under the remaining Recordation Numbers.

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

Seller/Assignor: Pitney Bowes Credit Corporation
27 Waterview Drive
Sheiton, 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.

Mr. Vernon A. Williams
September 30, 1997
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Also enclosed is a check in the amount of \$ 557⁰⁰ payable to the order of the Surface Transportation Board covering the required recordation fee and cross-indexing fees.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures



Please Cross-index Under The Following Recordation Numbers:

15616-B

15620-H

16048-B

16399-C

16760-A

17040-D

17481-B

17656-C

17787-A

17892-U

17942-F

17971-B

17978-B

18048-B

18415-B

18055-C

18509-I

18847-H

18922-A

18929-A

19005-A

19061-B

19321-Q

19748-A

SEP 30 '97

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**MEMORANDUM OF BILL OF SALE
AND ASSIGNMENT AND ASSUMPTION AGREEMENT**

Memorandum of Bill of Sale and Assignment and Assumption Agreement, made and entered into as of September 30, 1997 by and between PITNEY BOWES CREDIT 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.

PITNEY BOWES CREDIT CORPORATION

By Michael J. Leith
Name: MICHAEL J. LEITH
Title: VICE PRESIDENT AND SENIOR CREDIT OFFICER

GATX THIRD AIRCRAFT CORPORATION

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