

SULLIVAN & WORCESTER

1025 CONNECTICUT AVENUE, N. W.
WASHINGTON, D. C. 20036

(202) 775-8190

TELECOPIER NO. 202-293-2275

IN BOSTON, MASSACHUSETTS
ONE POST OFFICE SQUARE
BOSTON, MASSACHUSETTS 02109
(617) 338-2800
TELECOPIER NO. 617-338-2880
TWX: 710-321-1976

IN NEW YORK CITY
767 THIRD AVENUE
NEW YORK, NEW YORK 10017
(212) 486-8200
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July 21, 1994

Interstate Commerce Commission
12th & Constitution Avenue N.W.
Washington, D.C. 20423
Attn: Mildred Lee

RECORDATION NO. 11609-E H TMS
FILED 1426

JUL 21 1994 - 11 00 AM

INTERSTATE COMMERCE COMMISSION

Dear Ms. Lee:

Enclosed for filing and recordation with the Commission are four certified true copies and eight counterparts of the five secondary documents described below to be recorded pursuant to 49 USC § 11303. The primary document to which all of these documents are connected is No. 11609.

1. This document, to be recorded under No. 11609-E, is a CERTIFICATE OF AMENDMENT OF EQUIPMENT IDENTIFYING MARKS, dated June 23, 1994, by BANKERS TRUST COMPANY AND BNY CAPITAL RESOURCES CORPORATION, Owner/Lessor.

The name and address of the parties to this document is as follows:

Owner/Lessor: Bankers Trust Company
BNY Capital Resources Corporation
130 Liberty Street
New York, New York 10006

The equipment covered by this document is 355 covered hopper cars bearing marks, STLX 1001-1016, STLX 1019-1028, STLX 1030-1038, STLX 1040-1070, STLX 1072-1113, STLX 1115-1185, STLX 1187-1203, STLX 1205-1264, and STLX 1266-1364.

This document should be indexed as : Certificate of Amendment of Equipment Identifying Marks, dated June 23, 1994 by Bankers Trust Company and BNY Capital Resources.

2. This document, to be recorded under No. 11609-F is an ASSIGNMENT, dated December 21, 1993. This Assignment, among other things, acts to assign to the Assignee all right, title and interest of the Assignor in a Conditional Sales Agreement, dated January 1, 1980; an Agreement and Assignment, dated January 1, 1980, a Lease of Equipment, dated January 1, 1980; an Assignment of Lease and Agreement, dated January 1, 1980; and an Amendment

*Conditioned
Rent & Carbon*

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29th Floor
New York, New York 10104

BNY CAPITAL FUNDING CORP.
c/o BNY Leasing Corporation
1290 Avenue of the Americas
29th Floor
New York, New York 10104

ASSIGNEE

The equipment covered by this document is 355 covered hopper cars bearing marks, STLX 1001-1016, STLX 1019-1028, STLX 1030-1038, STLX 1040-1070, STLX 1072-1113, STLX 1115-1185, STLX 1187-1203, STLX 1205-1264, and STLX 1266-1364.

This document should be indexed as: Assignment, dated December 21, 1993 Between BNY Leasing Corporation, Assignor, and BNY Capital Funding Corp., Assignee.

It is also requested that this document be cross-indexed in the "Vendee/Assignee Index Book" as follows:

Index under BNY Capital Funding Corp., saying "See Recordation No. 11609-G."

* ④ This document, to be recorded under No. 11609-H, is an ASSIGNMENT, dated December 21, 1993. This Assignment, among other things, acts to assign to the Assignee all right, title and interest of the Assignor in a Conditional Sales Agreement, dated January 1, 1980; an Agreement and Assignment, dated January 1, 1980; a Lease of Equipment, dated January 1, 1980; an Assignment of Lease and Agreement, dated January 1, 1980; and an Amendment of Agreements, dated June 19, 1980, all previously recorded as No.'s. 11609, 11609-A, 11609-B, and 11609-C and 11609-D respectively.

The Parties to this Assignment are:

BNY CAPITAL FUNDING CORP.
c/o BNY Leasing Corporation
1290 Avenue of the Americas
29th Floor
New York, New York 10104

ASSIGNOR

BNY ONE LEASING CORPORATION
c/o BNY Leasing Corporation
1290 Avenue of the Americas
29th Floor
New York, New York 10104

ASSIGNEE

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The equipment covered by this document is 355 covered hopper cars bearing marks, STLX 1001-1016, STLX 1019-1028, STLX 1030-1038, STLX 1040-1070, STLX 1072-1113, STLX 1115-1185, STLX 1187-1203, STLX 1205-1264, and STLX 1266-1364.

This document should be indexed as: Assignment, dated December 21, 1993 Between BNY Capital Funding Corp., Assignor, and BNY One Leasing Corporation, Assignee.

It is also requested that this document be cross-indexed in the "Vendee/Assignee Index" Book as follows:

Index under BNY One Leasing Corporation, saying "See Recordation No. 11609-H."

5. This document, to be recorded under No.11614-I, is an ASSIGNMENT, dated December 21, 1993. This Assignment, among other things, acts to assign to the Assignee all right, title and interest of the Assignor in a Conditional Sales Agreement, dated January 1, 1980; an Agreement and Assignment, dated January 1, 1980; a Lease of Equipment, dated January 1, 1980; an Assignment of Lease and Agreement, dated January 1, 1980; and an Amendment to Agreement, dated June 19, 1980, all previously recorded as No's. 11609, 11609-A, 11609-B, 11609-C, and 11609-D respectively.

The Parties to this Assignment are:

BNY ONE LEASING CORPORATION	ASSIGNOR
c/o BNY Leasing Corporation	
1290 Avenue of the Americas	
29th Floor	
New York, New York 10104	

BNY CAPITAL RESOURCES CORPORATION	ASSIGNEE
(formerly Mountainview Capital Corporation)	
8400 East Prentiss Avenue	
#715	
Englewood, Colorado 80011	

The equipment covered by this document is 355 covered hopper cars, bearing marks, STLX 1001-1016, STLX 1019-1028, STLX 1030-1038, STLX 1040-1070, STLX 1072-1113, STLX 1115-1185, STLX 1187-1203, STLX 1205-1264, and STLX 1266-1364.

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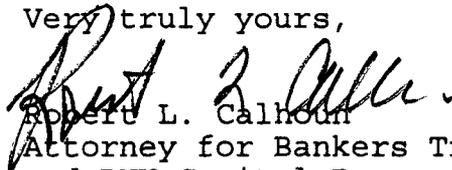
This document should be indexed as: Assignment, dated December 21, 1993 Between BNY One Leasing Corporation, Assignor, and BNY Capital Resources Corporation, Assignee.

It is also requested that this document be cross-indexed in the "Vendee/Assignee Index Book as follows:

Index under BNY Capital Resources Corporation, saying "See Recordation No. 11609-I."

A check in the amount of \$90.00 for the requisite filing fees is enclosed.

Very truly yours,



Robert L. Calhoun
Attorney for Bankers Trust Company
and BNY Capital Resources

Enclosures

F:\RLC\ARMOC\CERTIHOP:07/20/94

RECORDATION NO. 11609-H FILED 1994

JUL 21 1994 - 11 20 AM

ASSIGNMENT INTERSTATE COMMERCE COMMISSION

A. E. STALEY MANUFACTURING COMPANY

KNOW ALL MEN BY THESE PRESENTS:

THAT the undersigned, BNY Capital Funding Corp., a New York corporation ("ASSIGNOR"), is an Owner under and as defined in the Participation Agreement, dated as of January 1, 1980, between the ASSIGNOR and Bankers Trust Company, as Owners; A.E. Staley Manufacturing Company, as Lessee; La Salle National Bank, as Agent; Exchange National Bank of Chicago, as Trustee; and The Parties Named in Appendix I thereto, as Investors (as in effect on the date hereof, the "Participation Agreement").

THAT ASSIGNOR does hereby assign, convey and transfer as a capital contribution to BNY One Leasing Corporation, a New York corporation ("ASSIGNEE"), its successors and assigns, all of ASSIGNOR'S right, title and interest in and to all of the agreements and property described in Exhibit A attached hereto (collectively, the "Assigned Property").

ASSIGNOR hereby warrants to ASSIGNEE that ASSIGNOR has good title to the Assigned Property and ASSIGNOR agrees with ASSIGNEE, its successors and assigns, that ASSIGNOR will warrant and defend such title forever against all claims and demands whatsoever.

IN WITNESS WHEREOF, the ASSIGNOR has caused this instrument to be duly executed this 26 day of December, 1993.

BNY CAPITAL FUNDING CORP.

By: [Signature]
Title: Vice President

Sworn to before me
this ~~21st~~ day of December, 1993

Geraldine D. Sumner
Notary Public

Accepted:

BNY ONE LEASING CORPORATION

By: [Signature]
Title: Vice President

GERALDINE D. SUMNER
Notary Public, State of New York
No. 24-4801816
Qualified in Kings County
Certificate Filed in New York County
Commission Expires 5-31-95

Sworn to before me
this ~~21st~~ day of December, 1993

Geraldine D. Sumner
Notary Public

GERALDINE D. SUMNER
Notary Public, State of New York
No. 24-4801816
Qualified in Kings County
Certificate Filed in New York County
Commission Expires 5-31-95

EXHIBIT A
AGREEMENTS AND EQUIPMENT

I. Agreements

1. Participation Agreement, dated as of January 1, 1980, by and among A.E. Staley Manufacturing Company, as Lessee; La Salle National Bank, as Agent; The Bank of New York and Bankers Trust Company, as Owners; Exchange National Bank of Chicago, as Trustee; and The Parties Named in Appendix I thereto, as Investors (as in effect on the date hereof, the "Participation Agreement").
2. Lease of Railroad Equipment (as defined in the Participation Agreement, the "Lease").
3. Conditional Sale Agreement (as defined in the Participation Agreement).
4. Trust Agreement (as defined in the Participation Agreement).
5. Assignment of Lease and Agreement (as defined in the Participation Agreement).
6. Agreement and Assignment (as defined in the Participation Agreement).
7. Indemnity Agreement (as defined in the Participation Agreement).
8. All documents executed in connection with the above Agreements.

II. Equipment

All Equipment as defined in the Lease.

A E Staley

OTD 1/1/90

LEASEE

NOTICE TO AND CONSENT OF AGENT

Whereas, The Bank of New York and The Bankers Trust Company (hereinafter called the "Beneficiary") and LaSalle National Bank (as successor in interest to Exchange National Bank of Chicago, hereinafter called the "Trustee") entered into a Trust Agreement (hereinafter the "Trust Agreement") dated as of January 1, 1980;

Whereas, The Bank of New York, Bankers Trust Company and A.E. Staley Manufacturing Company entered into a Participation Agreement dated as of January 1, 1980 for the purchase and lease of certain railcars.

Pursuant to Section 7.01 of the Trust Agreement, Trustee has resigned and First Security Bank of Utah, N.A. ("FSBU"), a national banking association duly organized and existing under the laws of the United States of America, has accepted appointment as Successor Trustee under the Trust Agreement.

LaSalle National Bank's resignation as Trustee, and FSBU's appointment as successor Trustee will be effective as of the opening of business on September 1, 1992.

Following the effective date of the appointment of FSBU as Successor Trustee all payments, correspondence and notices should be sent to First Security Bank of Utah, N.A., at the following address:

Corporate Trust Department
79 South Main Street
Salt Lake City, Utah 84111

La Salle National Bank, as Agent, by its execution hereof, acknowledges that it has been served notice of and consents to, the Resignation, Appointment and Acceptance (in the form attached hereto as Exhibit A).

By: Walter R. Early
Its: Dist. Manager
Dated: 3/2/93

TRANSFeree AGREEMENT

Agreement, dated as of December 21, 1993, made by BNY One Leasing Corporation, a New York corporation (the "Transferee"), to First Security Bank of Utah, as Trustee (the "Trustee"), and La Salle National Bank, as Agent (the "Agent").

Reference is hereby made to the Participation Agreement, dated as of January 1, 1980, by and among the Trustee; the Agent; BNY Capital Funding Corp., as Owner One ("Owner One"); Bankers Trust Company, as Owner Two ("Owner Two"); A.E. Staley Manufacturing Company, as Lessee (the "Lessee"); and The Parties Named in Appendix I thereto, as Investors (the "Investors") (as in effect on the date hereof, the "Participation Agreement"). Capitalized terms used herein which are defined in the Participation Agreement shall have the meanings set forth therein.

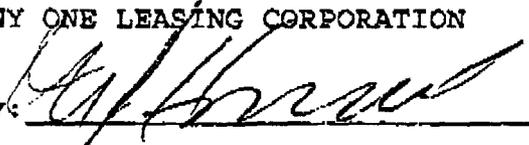
Owner One wishes to transfer (the "Transfer") to the Transferee all of Owner One's right, title and interest in and to all of the agreements (the "Agreements") and property described in Exhibit A attached hereto.

The Transferee hereby agrees as follows:

1. Pursuant to Section 6.01 of the Trust Agreement, upon the effectiveness of the Transfer, the Transferee confirms that it shall be deemed a party to each of the Agreements to which Owner One is a party to and agrees to be bound by all of the terms thereof and to assume and undertake all of the obligations of Owner One thereunder.

This Agreement shall be governed by and construed and enforced in accordance with the laws of the State of New York.

BNY ONE LEASING CORPORATION

By: 

Title: Vice President