

SULLIVAN & WORCESTER

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NEW YORK, NEW YORK 10017
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July 21, 1994

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

I
RECORDATION NO. 11609 - *TMS*
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

*Counterpart:
Rud & Carlson*

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 Janaury 1,1980; an Agreement and Assignment, dated Janaury 1,1980; a Lease of Equipment, dated Janaury 1, 1980; an Assignment of Lease and Agreement, dated Janaury 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

Interstate Commerce Commission
July 21, 1994
Page 4

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 c/o BNY Leasing Corporation 1290 Avenue of the Americas 29th Floor New York, New York 10104	ASSIGNOR
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BNY CAPITAL RESOURCES CORPORATION (formerly Mountainview Capital Corporation) 8400 East Prentiss Avenue #715 Englewood, Colorado 80011	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.

Interstate Commerce Commission
July 21, 1994
Page 5

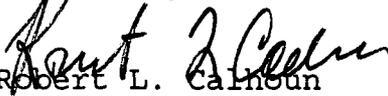
This document should be indexed as: Assignment, dated December 21, 1993 Between BNY One Leasing Corporation, Assignor, and BNY Capital Resources Corporation, Assignee.

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. Carnoun
Attorney for Bankers Trust Company
and BNY Capital Resources

Enclosures

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

H.T.

RECORDATION NO. 11609-I FILED 1425

JUL 21 1994 - 11 20 AM

INTERSTATE COMMERCE COMMISSION

ASSIGNMENT

A. E. STALEY MANUFACTURING COMPANY

KNOW ALL MEN BY THESE PRESENTS:

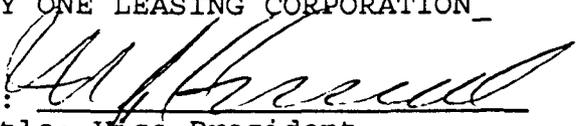
THAT the undersigned, BNY One Leasing Corporation, a New York corporation ("ASSIGNOR"), is an Owner under and as defined in the Participation Agreement dated as of January 25, 1980, between the ASSIGNOR and Bankers Trust Company, as Owners; A.E. Staley Manufacturing Company, as Lessee; La Salle National Bank, as Agent; Exchange National Bank of Chicago, as Trustee; and Aetna Life Insurance Company, as Investor (as in effect on the date hereof, the "Participation Agreement").

THAT ASSIGNOR does hereby assign, convey and transfer as a capital contribution to Mountainview Capital 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 21st day of December, 1993.

BNY ONE LEASING CORPORATION

By: 

Title: Vice President

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

Geraldine D. Sumner
Notary Public

Accepted:

MOUNTAINVIEW CAPITAL 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.

F940224000081

CERTIFICATE OF AMENDMENT
OF THE CERTIFICATE OF INCORPORATION
OF
MOUNTAINVIEW CAPITAL CORPORATION
UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW

WE, THE UNDERSIGNED, Michael J. Hankey and Jacqueline R. McSwiggan, being respectively the vice president and the secretary of Mountainview Capital Corporation hereby certify:

1. The name of the corporation is Mountainview Capital Corporation. The name under which the corporation was formed is Charter Computer Corporation.

2. The certificate of incorporation of said corporation was filed by the Department of State on the 20th day of April, 1973.

3. To effect a change in the name of the corporation, ARTICLE FIRST of the certificate of incorporation is amended to read in its entirety as follows:

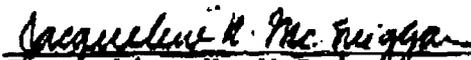
FIRST: The name of the corporation shall be BNY CAPITAL RESOURCES CORPORATION (hereinafter sometimes called the "Corporation").

4. This amendment to the certificate of incorporation of Mountainview Capital Corporation was authorized by vote of the board of directors followed by the affirmative vote of the sole shareholder.

IN WITNESS WHEREOF, we have signed this certificate on the 15th day of February, 1994 and we affirm the statements contained therein as true under penalties of perjury.



Michael J. Hankey
Vice President



Jacqueline R. McSwiggan
Secretary

LEASCOPE, INC.

FILING RECEIPT

CORPORATION NAME: BNY CAPITAL RESOURCES CORPORATION

DOCUMENT TYPE : NAME RESERVATION (NCH) (DOM. BUSINESS

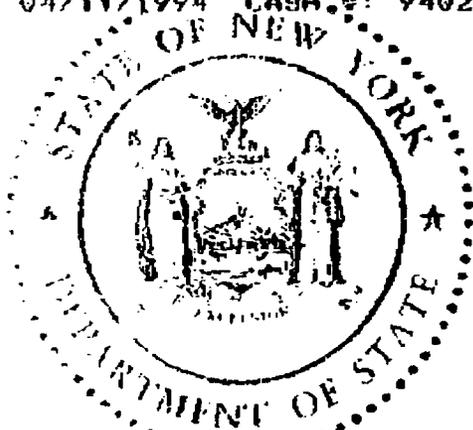
SERVICE COMPANY : CT CORPORATION SYSTEM

APPLICANT NAME : MOUNTAINVIEW CAPITAL CORPORATION

FILED: 02/07/1994 DURATION: 04/11/1994** CASH #: 940207000190 FILM #: 940207000176

ADDRESS FOR PROCESS

REGISTERED AGENT



** SUBMIT RECEIPT WHEN FILING CERTIFICATE.**

FILER	FEES	PAYMENTS
MOUNTAINVIEW CAPITAL CORPORATION ZMARCIA WALLACE, THE BANK OF NEW YORK ONE WALL STREET 15TH FLOOR LEGAL DEPT. NEW YORK, NY 10286	FILING : 20.00 TAX : 0.00 CERT : 0.00 COPIES : 0.00 HANDLING: 25.00	CASH : 0.00 CHECK : 0.00 BILLED: 45.00 REFUND: 0.00

2

94022400081

CERTIFICATE OF AMENDMENT
OF THE CERTIFICATE OF INCORPORATION

OF
MOUNTAINVIEW CAPITAL CORPORATION

Under Section 805 of the Business Corporation Law.

Marcia Wallace
The Bank of New York
Legal Department
One Wall Street 15th fl.
New York, NY 10286-000

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FILED
FEB 24 11 36 AM 1994
REC-107 No. 894

JCC
STATE OF NEW YORK
DEPARTMENT OF STATE
FILED FEB 24 1994
TAXS
BY: *[Signature]*

94022400090

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FEB 24 11 17 AM '94
FEB 23 10 10 AM '94

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CERTIFICATE OF AMENDMENT
OF THE CERTIFICATE OF INCORPORATION

OF
MANTINVIEW CAPITAL CORPORATION

Under Section 805 of the Business Corporation Law.

94022400081

Marcia Wallace
The Bank of New York
Legal Department
One Wall Street 15th fl.
New York, NY 10286-000

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED FEB 24 1994

TAX \$
BY: *[Signature]*

94022400090

RECEIVED

M

State of New York }
Department of State } SS:

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

FEB 24 1994

Witness my hand and seal of the Department of State on



Secretary of State

TRANSFeree AGREEMENT

Agreement, dated as of December 21, 1993, made by Mountainview Capital 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 One Leasing Corporation, 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.

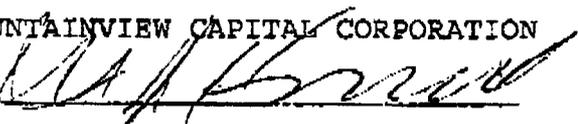
Owner One wishes to transfer (the "Transfer") to the Transferee all of Owner One's right, title and interest in and to all of the agreements (the "Agreements") and property described in Exhibit A attached hereto.

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.

MOUNTAINVIEW CAPITAL CORPORATION

By: 

Title: Vice President

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.