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No. 11614-D

SULLIVAN & WORCESTER

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June 21, 1994

RECORDATION NO. 11614-D FILED 1/25

JUL 21 1994 - 11 25 AM

INTERSTATE COMMERCE COMMISSION

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

Dear Ms. Lee:

Enclosed for filing and recordation with the Commission are four originals and eight counterparts of the five (5) 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. 11614.

1. This document, to be recorded under No. 11614-D, 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 98 tank cars bearing marks STLX 25000-25013, 25015-25050, and 25052-25099.

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. 11614-E, 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 April 28, 1980; an Agreement and Assignment, dated April 28, 1980; a Lease of Equipment, dated April 28, 1980; and an Assignment of Lease and Agreement, dated April 28, 1980,

*Counterpart
Brest & Carlson*

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 98 tank cars bearing marks STLX 25000-25013, 25015-25050, and 25052-25099

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. 11614-F."

4. This document, to be recorded under No.11614-G, 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 April 28, 1980; an Agreement and Assignment, dated April 28, 1980; a Lease of Equipment, dated April 28, 1980; and an Assignment of Lease and Agreement, dated April 28, 1980, previously recorded as No's. 11614, 11614-A, 11614-B, and 11614-C 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

The equipment covered by this document is 98 tank cars bearing marks STLX 25000-25013, 25015-25050, and 25052-25099

Interstate Commerce Commission
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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. 11614-G."

5. This document, to be recorded under No.11614-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 April 28, 1980; an Agreement and Assignment, dated April 28, 1980; a Lease of Equipment, dated April 28, 1980; and an Assignment of Lease and Agreement, dated April 28, 1980, previously recorded as No's. 11614, 11614-A, 11614-B, and 11614-C 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 98 tank cars bearing marks STLX 25000-25013, 25015-25050, and 25052-25099

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

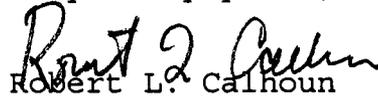
It is also requested that this document be cross-indexed in the "Vendee/Assignee Index Book as follows:

Index under BNY Capital Resources Corporation, saying "See Recordation No. 11614-H."

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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\CERTH:07/20/94

RECORDATION NO. 11614-D FILED 1495

JUL 21 1994 - 11 25 AM

INTERSTATE COMMERCE COMMISSION

**CERTIFICATE OF AMENDMENT OF
EQUIPMENT IDENTIFYING MARKS**

THIS CERTIFICATE made this 23 th day of June, 1994 by Bankers Trust Company and BNY Capital Resources Corporation.

W I T N E S S E T H :

WHEREAS, Bankers Trust Company are the Owners/Lessors of ninety-eight (98) tank cars, originally bearing identifying marks as set forth in Exhibit A attached hereto (the Equipment), which freight cars are owned by Bankers Trust Company and BNY Capital Resources Corporation and which freight cars are subject to existing liens and encumbrances; and

WHEREAS, Bankers Trust Company and BNY Capital Resources Corporation are certifying that the identifying marks of the units of the Equipment, which were heretofore subject to filings with the Interstate Commerce Commission pursuant to Section 11101 of Title 49 of the U.S. Code under the Recordation No. 11614 have been amended as set forth in Exhibit A.

NOW, THEREFORE, in consideration of the premises, Bankers Trust Company and BNY Capital Resources Corporation do hereby certify that the current identifying marks of the ninety-eight (98) units of Equipment are as set forth in Exhibit A.

ORIGINAL
CARMARK

CURRENT
CARMARK

STLX 25000 - 25013
STLX 25014
STLX 25015 - 25050
STLX 25051
STLX 25052 - 25099

25000 - 25013
DESTROYED
25015 - 25050
DESTROYED
25052 - 25099

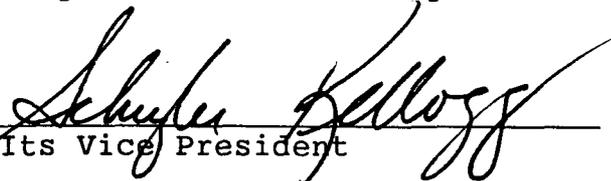
TOTAL:

98

Bankers Trust Company

By: 
Its Vice President

BNY Capital Resources Corporation

By: 
Its Vice President

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

On this 23rd day of June, 1994 before me personally appeared Jeffrey Russo who being by me duly sworn says that he is the Vice President of Bankers Trust Company and that the seal affixed to the foregoing instrument was signed on behalf of said corporation by authority of the Board of Directors of said corporation.

Angela C. Pitchford

Notary Public

ANGELA C. PITCHFORD
Notary Public, State of New York
No. 01PI5023309
Qualified in New York County
Commission Expires Feb. 7, 1996

STATE OF COLORADO)
)
COUNTY OF ARAPAHOE)

On this 28th day of June, 1994 before me personally appeared Schuyler Kellogg who being by me duly sworn says that he is the Vice President of BNY Capital Resources Corporation and that the seal affixed to the foregoing instrument was signed on behalf of said corporation by authority of the Board of Directors of said corporation.

Diane M. Jemison
Notary Public

MY COMMISSION EXPIRES 5/1/98

1001 P.05

AE Staley

31272

OTO 1/25/90

LEASEE

NOTICE TO AND CONSENT OF AGENT

Whereas, The Bank of New York and 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 25, 1980;

Whereas, The Bank of New York, The Bankers Trust Company and A.E. Staley Manufacturing Company entered into a Participation Agreement dated as of January 25, 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: *Mr. D. Early*

Its: *Trust Manager*

Dated: *3/31/93*