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
TELECOPIER NO. 212-758-2151

June 21, 1994

RECORDATION NO. 11614-G FILED 1425
JUL 21 1994 - 11 20 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.

Counterpart. Trust Author

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,

previously recorded as No's. 11614, 11614-A, 11614-B, and 11614-C respectively.

The Parties to this Assignment are:

THE BANK OF NEW YORK — ASSIGNOR
One Wall Street
New York, New York 10286

BNY LEASING CORPORATION — ASSIGNEE
1290 Avenue of the Americas
29th Floor
New York, New York 10104

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 The Bank of New York, Assignor and BNY Leasing Corporation, Assignee.

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

Index under BNY Leasing Corporation, saying "See Recordation No. 11614-D".

3. This document, to be recorded under No.11614-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 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 LEASING CORPORATION — ASSIGNOR
1290 Avenue of the Americas
29th Floor
New York, New York 10104

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

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

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

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 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 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 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."

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

Very truly yours,

Robert L. Calhoun

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

Enclosures

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

RECORDATION NO. 11614-G FILED 1425

JUL 21 1994 - 11 25 AM

INTERSTATE COMMERCE COMMISSION

ASSIGNMENT

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 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 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 21st day of December, 1993.

BNY CAPITAL FUNDING CORP.

By: _____

Title: Vice President

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

Accepted:

BNY ONE LEASING CORPORATION

By: [illegible]
Title: Vice President

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 25, 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 Aetna Life Insurance Company, as Investor (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.

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 25, 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 Aetna Life Insurance Company, as Investor (the "Investor") (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

EXHIBIT A
AGREEMENTS AND EQUIPMENT

I. Agreements

1. Participation Agreement, dated as of January 25, 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 Aetna Life Insurance Company, as Investor (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.