

**SULLIVAN & WORCESTER**

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NEW YORK, NEW YORK 10017  
(212) 486-8200  
TELECOPIER NO. 212-758-2151

June 21, 1994

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

RECORDATION NO. 11614-H FILED 1425

JUL 21 1994 - 11 28 AM

INTERSTATE COMMERCE COMMISSION

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,

*Copy sent to  
Kurt A. Carlson*



Interstate Commerce Commission  
July 21, 1994  
Page 3

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

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.

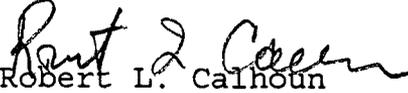
It is also requested that this document be cross-indexed in the "Vendee/Assignee Index Book as follows:

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

Interstate Commerce Commission  
July 21, 1994  
Page 5

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-H 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 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\_

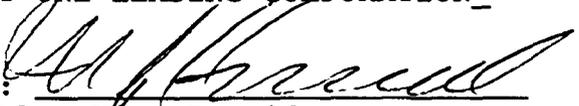
By:   
Title: Vice President

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.

FILING RECEIPT

CORPORATION NAME: BNY CAPITAL RESOURCES CORPORATION

DOCUMENT TYPE : AMENDMENT (DOMESTIC BUSINESS)  
NAME

COUNTY: NEWY

SERVICE COMPANY : CT CORPORATION SYSTEM

FILED: 02/24/1994 DURATION: \*\*\*\*\* CASH #: 940224000090 FILM #: 94022400000

ADDRESS FOR PROCESS

REGISTERED AGENT



FILER	FEES		PAYMENTS	
MARCIA WALLACE	FILING :	60.00	CASH :	0.00
THE BANK OF NEW YORK LEGAL DEPARTMENT	TAX :	0.00	CHECK :	0.00
ONE WALL ST 15TH FL	CERT :	0.00	BILLED:	95.00
NEW YORK, NY 10286	COPIES :	10.00		
	HANDLING:	25.00	REFUND:	0.00

05-1025 (11/89)

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*

CERTIFICATE OF AMENDMENT  
OF THE CERTIFICATE OF INCORPORATION  
OF

94022400081

MOUNTAINVIEW CAPITAL CORPORATION  
UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW

GT

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:

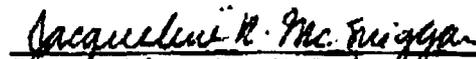
FIRST: The name of the corporation shall be BNY CAPITAL RESOURCES CORPORATION (hereinafter sometimes called the "Corporation").

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

LEASERS.MW

FILING RECEIPT

=====  
CORPORATION NAME: BNY CAPITAL RESOURCES CORPORATION

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

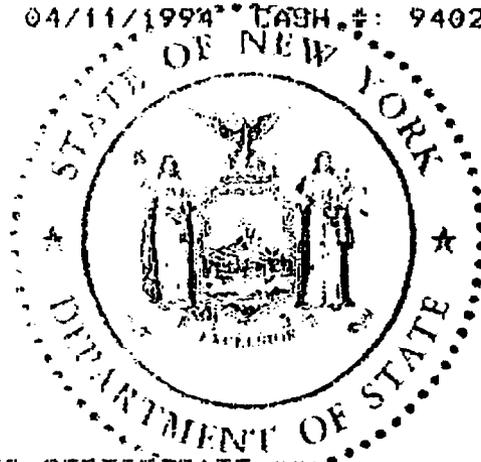
SERVICE COMPANY : CT CORPORATION SYSTEM

APPLICANT NAME : MOUNTAINVIEW CAPITAL CORPORATION

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

ADDRESS FOR PROCESS  
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REGISTERED AGENT  
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\*\* SUBMIT RECEIPT WHEN FILING CERTIFICATE.\*\*

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

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 10286-0000

M

STATE OF NEW YORK  
DEPARTMENT OF STATE  
FILED FEB 24 1994

TAX \$  
BY: *[Signature]*

940224000690

FILED  
FEB 24 11 36 AM '94  
FEB 23 11 07 AM '94

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.