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(A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS)

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RECORDATION NO. 16381-C FILED 1425

JUL 13 1994 -3 10 PM

July 12, 1994

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INTERSTATE COMMERCE COMMISSION

Mr. Sidney Strickland, Secretary  
Interstate Commerce Commission  
Room No. 2215  
12th and Constitution Avenue NW  
Washington, D.C. 20423

LICENSING DIVISION  
JUL 19 3 07 PM '94  
OFFICE OF THE SECRETARY

Dear Secretary:

I have enclosed an original and one fully executed and acknowledged counterpart of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is an Assignment of Assignment of Equipment Leases, a secondary document dated June 24, 1994.

The primary document to which this is connected is an Assignment of Equipment Leases recorded under Recordation No. 16381 on June 15, 1989.

We request that this assignment be cross-indexed.

The names and addresses of the parties to the document are as follows:

Assignor:

Chemical Bank New Jersey N.A.  
Metro Park IV  
379 Thornall Street  
Edison, New Jersey 08837

Assignee:

Manufacturers and Traders Trust Company  
One M&T Plaza  
Buffalo, New York 14240

Mr. Sidney Strickland, Secretary  
July 12, 1994  
Page 2

A description of the equipment covered by the document follows:

Included in the property covered by the aforesaid Assignment of Equipment Leases are leases, chattel paper or bailments of railroad mounted cranes intended for use related to interstate commerce, or interests therein, entered into by Eastern Railway Supplies, Inc. at the date of said Assignment of Equipment Leases or thereafter entered into by it or its successors as owners of the water carriers or the lines of railway covered by the Assignment of Equipment Leases.

A fee of \$18.00 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to Mary J. Edwards, Esq., Hodgson, Russ, Andrews, Woods & Goodyear, 1800 One M&T Plaza, Buffalo, New York 14203-2391.

A short summary of the document to appear in the index follows:

Assignment of Assignment of Equipment Leases from Chemical Bank New Jersey N.A., Metro Park IV, 379 Thornall Street, Edison, New Jersey 08837 to Manufacturers and Traders Trust Company, One M&T Plaza, Buffalo, New York 14240 dated June 24, 1994, and covering all now existing or hereafter entered into leases, chattel paper or bailments of railroad mounted cranes of Eastern Railway Supplies, Inc., and connected to an Assignment of Equipment Leases between Chemical Bank New Jersey N.A. and Eastern Railway Supplies, Inc. with Recordation No. 16381 recorded on June 15, 1989.

Very truly yours,



Mary J. Edwards, Esq.  
Hodgson, Russ, Andrews, Woods  
& Goodyear  
Counsel to Manufacturers and  
Traders Trust Company

**Interstate Commerce Commission**  
Washington, D.C. 20423

OFFICE OF THE SECRETARY

JULY 15, 1994

MARY J. EDWARDS  
HODGSON, RUSS, ANDREWS, WOODS  
& GOODYEAR  
1800 ONE M & T PLAZA  
BUFFALO NY 14203-2391

Dear MS. EDWARDS:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/13/94 at 3:10PM, and assigned recordation number(s). 16381-C, 16382-C, 18897.

Sincerely yours,

Sidney L. Strickland, Jr.  
Secretary

Enclosure(s)

\$ 54.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one stamped on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

*Aledia M. Stokes*

JUL 13 1994 -3 10 PM

INTERSTATE COMMERCE COMMISSION

**ASSIGNMENT OF  
ASSIGNMENT OF EQUIPMENT LEASES**

For valuable consideration, the receipt of which is acknowledged, CHEMICAL BANK NEW JERSEY N.A. ("Chemical") assigns, sells and transfers to MANUFACTURERS AND TRADERS TRUST COMPANY ("M&T") all of Chemical's rights under, interest in and title to an Assignment of Equipment Leases, dated June 13, 1989, between Chemical and Eastern Railway Supplies, Inc. and recorded with the Interstate Commerce Commission on June 15, 1989 under Recordation No. 16381 (the "Assigned Document").

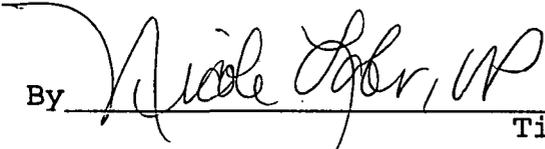
This Assignment is made without recourse and without any representation or warranty of any kind, either express or implied, except that (1) Chemical represents and warrants to M&T that the Assigned Document has not been previously (a) assigned by Chemical or (b) modified in writing other than pursuant to any writing previously delivered by Chemical to M&T and (2) M&T's recourse to Chemical in connection with this Assignment shall be preserved as to the representations and warranties expressly contained in clause (1) of this paragraph.

Upon its receipt of the consideration for this Assignment, Chemical shall deliver to M&T the original of the Assigned Document bearing the stamped recordation number assigned to it by the Interstate Commerce Commission. Chemical also agrees to execute and deliver to M&T all such further

assignments, agreements, instruments and other writings, and to do all such further acts and things, as M&T shall reasonably request in order to effectuate this Assignment.

Dated June 24, 1994

CHEMICAL BANK NEW JERSEY N.A.

By  Title

Accepted by  
MANUFACTURERS AND TRADERS TRUST COMPANY

June 24, 1994

By   
David N. Richardson, Vice President

STATE OF NJ )  
COUNTY OF Middlesex ; SS.

On this 10 day of June, 1994, before me personally appeared Nicole Lorber, to me personally known, who, being by me duly sworn, says that he is a(n) Vice President of Chemical Bank New Jersey N.A., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Berneen A. Feeley  
Notary Public  
My commission expires Commission Expires June 28, 1996  
BERNEEN A. FEELEY  
Notary Public, State of New Jersey  
No. 2090439

STATE OF New York )  
COUNTY OF Erie ; SS.

On this 24<sup>th</sup> day of June, 1994, before me personally appeared David N. Richardson, to me personally known, who, being by me duly sworn, says that he is a Vice President of Manufacturers and Traders Trust Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

SUSAN E. BRAUN  
Notary Public, State of New York  
Qualified in Erie County  
My Commission Expires May 9, 1996

Susan E. Braun  
Notary Public  
My commission expires May 9, 1996