

RECORDATION NO. 20438 FILED F

NOV 25 '98

2-07PM

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N W
SUITE 200
WASHINGTON, D C
20006-2973
(202) 393-2266
FAX (202) 393-2156

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

Counters parts -

November 25, 1998

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment Agreement, dated as of November 25, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Leases previously filed with the Board under Recordation Number 20438.

The names and addresses of the parties to the enclosed document are.

Assignee Bank One Leasing Corporation
11111 Polaris Parkway
Columbus, Ohio 43240

Assignor: Pitney Bowes Credit Corporation
27 Waterview Drive
Shelton, Connecticut 06484

A description of the railroad equipment covered by the enclosed documents is:

two hundred (200) railcars set forth on Exhibit A attached to the Assignment

NOV 25 2 07 PM '98

RECEIVED
SURFACE TRANSPORTATION
BOARD

Mr. Vernon A. Williams
November 25, 1998
Page 2

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg
Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

Date: 11/25/98

Robert W. Alvord
Alvord and Alvord
918 Sixteenth St., NW., Ste. 200
Washington, DC., 20006-2973

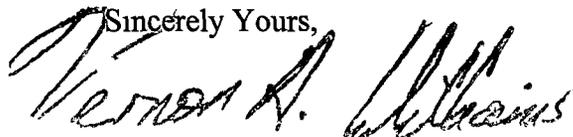
Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301

and 49 CFR 1177.3(c), on 11/25/98 at 2:07 PM , and

assigned recordation number(s). 20438-F.

Sincerely Yours,



Vernon A. Williams

Enclosure(s)

26.00

\$_____ 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. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature-----



NOV 25 '98

2-07 PM

MEMORANDUM OF ASSIGNMENT AGREEMENT

This Memorandum will evidence that the Leases described below which provide for the lease of the Equipment described on Exhibit A hereto, have been assigned to Banc One Leasing Corporation ("Assignee") by Pitney Bowes Credit Corporation ("Assignor") pursuant to the Sale of Equipment and Chattel Paper Agreement between Assignor and Assignee dated as of November 25, 1998:

1. Acceptance Certificate to Railroad Equipment Lease dated as of December 30, 1996 between Pitney Bowes Credit Corporation and Trinity Industries Leasing Company;
2. Rider Seven (7) to Railroad Car Net Lease Agreement dated as of September 25, 1996 by and between Southern Illinois Railcar Company, as lessee, and Trinity Industries Leasing Company, as lessor, which was assigned to Pitney Bowes Credit Corporation; and
3. Railcar Lease Agreement dated as of July 20, 1994, as amended, by and between Continental Grain Company, as lessee, and Southern Illinois Railcar Company, as lessor, which was assigned to Pitney Bowes Credit Corporation.

In witness whereof, the parties hereto have caused this Memorandum to be duly executed by an authorized officer as of November ___, 1998.

Banc One Leasing Corporation

By: [Signature]

Title: MGR, FINANCING

Pitney Bowes Credit Corporation

By: [Signature]

Title: VP - SCO

State of Ohio :
County of Franklin : SS

Before me, a Notary Public in and for said County and State, personally
appeared Todd A. Ehninger Funding Manager
(Name) (Title)

who acknowledged that it did sign the foregoing Memorandum that the same is
its free and voluntary act and deed.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my
seal this 23rd day of November, 1998.

Francis E. Adams
Notary Public

FRANCES E. ADAMS
Notary Public, STATE OF OHIO
My Commission Expires Feb. 10, 1999

State of Connecticut :

: SS

County of Fairfield :

Before me, a Notary Public in and for said County and State, personally

appeared Michael J Leyh , VP and Senior Credit Officer
(Name) (Title)

who acknowledged that it did sign the foregoing Memorandum that the same is
its free and voluntary act and deed.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my
seal this 24 day of November, 1998

Dell S. Lopato
Notary Public

DELL S. LOPATO
NOTARY PUBLIC
My Commission Expires Mar. 31, 2003

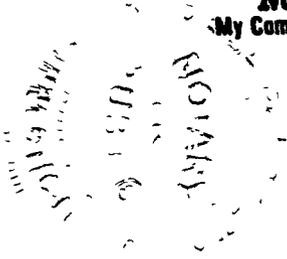


EXHIBIT A

<u>QUANTITY</u>	<u>ITEM</u>	<u>MANUFACTURER, MODEL REPORTING MARKS</u>
One Hundred Ninety Seven (197)	1996 5127 Cubic Foot Triple Covered Hopper Railcars	Trinity Industries, Inc. Lettered SIRX 512119 through and including 512120, and 512122 through and including 512148, and 512150 through and including 512235 and 512237 through and including 512318 Serial Numbers: 756957 through and including 756958, and 756960 through and including 756986 and 757088 through and including 757173 and 757175 through and including 757256
Three (3)	1996 5161 Cubic Foot Triple Covered Hopper Railcars	Trinity Industries, Inc. Lettered SIRX 516500 through and including 516502 Serial Numbers: 763779 through and including 763781

and all accessories, attachments, accessions, substitutions thereto.