

RECORDATION NO. 20527-A FILED

AUG 17 '98

11-05AM

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N W
SUITE 200
WASHINGTON, D C
20006-2973
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

August 14, 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 August 14, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents under 49 C F R Section 1177

The enclosed document relates to the Memorandum of Master Rail Lease Agreement, which was previously filed with the Board under Recordation Number 20527

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

Assignor Pitney Bowes Credit Corporation
27 Waterview Drive
Shelton, CT 02903

Assignee Banc One Leasing Corporation
1111 Polaris Parkway, Suite A3
Columbus, OH 43240

A description of the railroad equipment covered by the enclosed document is

ninety (90) railcars bearing AEX reporting marks and road numbers 5367 through 5456

Counterpart - [Signature]

RECEIVED
SURFACE TRANSPORTATION BOARD
AUG 17 11 05 AM '98

Mr Vernon A Williams
August 14, 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 document to the undersigned

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", written in a cursive style.

Robert W Alvord

RWA/bg
Enclosures

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

OFFICE OF THE SECRETARY

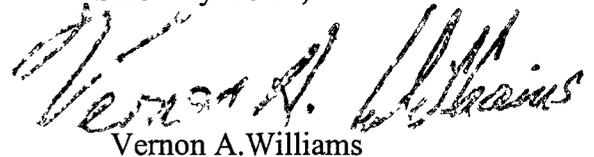
DATE: 8/17/98

Robert W. Alvord
Alvord and Alvord
918 Sixteenth Street, 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 8/17/98 at 11:05AM , and
assigned recordation number(s).20527- A.

Sincerely Yours,

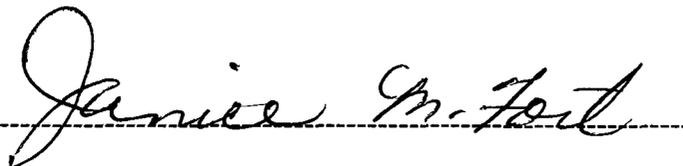


Vernon A. Williams

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-----



AUG-13-1998 15:37

THE A TEAM

2023932156 P.02
RECORDATION NO. 20527-A FILED

AUG 17 '98

11-05AM

MEMORANDUM OF ASSIGNMENT AGREEMENT

Memorandum of Assignment Agreement made and entered into as of August 14, 1998 by and between PITNEY BOWES CREDIT CORPORATION ("Assignor") and BANC ONE LEASING CORPORATION ("Assignee").

WITNESSETH:

1. Pursuant to a Master Rail Lease Agreement, dated as of January 31, 1997, (the "Master Lease") Assignor, as Lessor, leased to Interstate Brands Corporation, as Lessee, ninety (90) covered hopper railcars bearing reporting marks and road numbers AEX 5367 through AEX 5456, inclusive (the "Railcars"). A Memorandum of said Master Lease was duly filed with the Surface Transportation Board on January 30, 1997 under Recordation Number 20527.
2. Pursuant to a Sale of Equipment and Chattel Paper Agreement, dated August 12, 1998, Assignor has assigned to Assignee and Assignee has accepted from Assignor the Master Lease and the corresponding Railcars which are the subject of that Lease.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be signed and sealed by their respective corporate officers as of the date and year first above written.

PITNEY BOWES CREDIT CORPORATION

By 

Title Tyler G. Tranzillo
Region Credit Manager

BANC ONE LEASING CORPORATION

By _____

Title _____

MEMORANDUM OF ASSIGNMENT AGREEMENT

Memorandum of Assignment Agreement made and entered into as of August __, 1998 by and between PITNEY BOWES CREDIT CORPORATION ("Assignor") and BANC ONE LEASING CORPORATION ("Assignee").

WITNESSETH:

1. Pursuant to a Master Rail Lease Agreement, dated as of January 31, 1997, (the "Master Lease") Assignor, as Lessor, leased to Interstate Brands Corporation, as Lessee, ninety (90) covered hopper railcars bearing reporting marks and road numbers AEX 5367 through AEX 5456, inclusive (the "Railcars"). A Memorandum of said Master Lease was duly filed with the Surface Transportation Board on January 30, 1997 under Recordation Number 20527.
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IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be signed and sealed by their respective corporate officers as of the date and year first above written.

PITNEY BOWES CREDIT CORPORATION

By _____

Title _____

BANC ONE LEASING CORPORATION

By Todd A. Eminger

Title MGR, FUNDING

AUG-13-1998 15:37

THE A TEAM

2023932156 P.03

STATE OF Connecticut)
)
COUNTY OF Fairfield) SS

On this ____ day of August 1998 before me personally appeared Tyler G. Tranzillo, to me personally known, who being duly sworn, says that he/she is the Region Credit Manager of P. Mey Bowes Credit Corp., that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Kari M. Schirmer
NOTARY PUBLIC
KARI M. SCHIRMER
NOTARY PUBLIC
MY COMMISSION EXPIRES DEC. 31, 1999

STATE OF _____)
)
COUNTY OF _____) SS

On this ____ day of August 1998 before me personally appeared _____, to me personally known, who being duly sworn, says that he/she is the _____ of _____, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

NOTARY PUBLIC

STATE OF Ohio)
)
 COUNTY OF Franklin) SS

On this 13th day of August 1998 before me personally appeared Toold Ehninger, to me personally known, who being duly sworn, says that he/she is the Funding Manager of BancOne Leasing Corp., that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

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

Francis E Adams
 NOTARY PUBLIC

STATE OF _____)
) SS
 COUNTY OF _____)

On this _____ day of August 1998 before me personally appeared _____, to me personally known, who being duly sworn, says that he/she is the _____ of _____, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation

 NOTARY PUBLIC

