

RECORDATION NO 9237-G FILED 1991

1-208A068

JUL 22 1991 -1 40 PM

INTERSTATE COMMERCE COMMISSION

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

ROBERT W. ALVORD\*  
CHARLES T. KAPPLER  
JOHN H. DOYLE\*  
JAMES C. MARTIN, JR.\*

\*ALSO ADMITTED IN NEW YORK  
\*ALSO ADMITTED IN MARYLAND

LAW OFFICES

ALVORD AND ALVORD

200 WORLD CENTER BUILDING

918 SIXTEENTH STREET, N.W.

WASHINGTON, D.C.

20006-2973

(202) 393-2288

OF COUNSEL  
URBAN A. LESTER

TELEX  
440367 A AND A

TELEFAX  
(202) 393-2156

B 45

RECORDATION NO 9237-H FILED 1991

JUL 22 1991 -1 40 PM

INTERSTATE COMMERCE COMMISSION

July 22, 1991

Mr. Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

RECORDATION NO 9237-I FILED 1991

JUL 22 1991 -1 40 PM

INTERSTATE COMMERCE COMMISSION

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two copies each of 1) an Assignment of Lease dated May 22, 1991 from The New Connecticut Bank and Trust Company, National Association, as assignee of the Federal Deposit Insurance Corporation as receiver of The Connecticut Bank and Trust Company, National Association, Assignor, and Bankers Trust Company, Assignee; 2) an Assignment of Lease dated May 22, 1991 between Bankers Trust Company, Assignor, and Residual Based Finance Corporation, Assignee; and 3) an Assignment of Lease dated July 19, 1991 between Residual Based Finance Corporation, Assignor, and Pitney Bowes Credit Corporation, Assignee, secondary documents as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to the Lease of Railroad Equipment dated as of November 15, 1977 between Louisville and Nashville Railroad Company, Lessee, and The Connecticut Bank and Trust Company, as Trustee, Lessor, which was recorded on February 14, 1978 under Recordation Number 9237-B.

The names and addresses of the parties to the enclosed documents are set forth in Exhibit A attached hereto and made a part hereof.

A description of the railroad equipment covered by the enclosed document is set forth in Schedule A attached hereto and made a part hereof.

*Counterparts CT. Kappler*

9237-G

-H

-I

1991  
JUL 22

Mr. Sidney L. Strickland, Jr.  
July 22, 1991  
Page Two

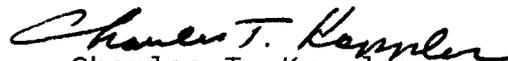
Also enclosed is a check in the amount of \$45 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

A short summary of the enclosed secondary documents is:

Assignment of Lease dated May 22, 1991 between The New Connecticut Bank and Trust Company, National Association, as assignee of the Federal Deposit Insurance Corporation as receiver of The Connecticut Bank and Trust Company, National Association, Assignor, and Bankers Trust Company, Assignee; Assignment of Lease dated May 22, 1991 between Bankers Trust Company, Assignor, and Residual Based Finance Corporation, Assignee; and Assignment of Lease dated July 19, 1991 between Residual Based Finance Corporation, Assignor, and Pitney Bowes Credit Corporation, Assignee, covering 14 General Electric model B-23-7 locomotives bearing CSXT 3115-3128, formerly SBD 3115-3129 (excluding SBD 3123) and originally LN 5115-5129 (excluding LN 5123).

Very truly yours,

  
Charles T. Kappler

CTK/bg  
Enclosures

EXHIBIT A

The New Connecticut Bank and Trust  
Company, N.A., as assignee of the  
Federal Deposit Insurance Corporation,  
as receiver of The Connecticut Bank and  
Trust Company, N.A.  
One Constitution Plaza  
Hartford, Connecticut 06103

Bankers Trust Company  
280 Park Avenue  
New York, New York 10017

Residual Based Finance Corporation  
Three First National Plaza  
Suite 1240  
Chicago, Illinois 60602

Pitney Bowes Credit Corporation  
6133 North River Road  
Suite 780  
Rosemont, Illinois 60018

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

7/22/91

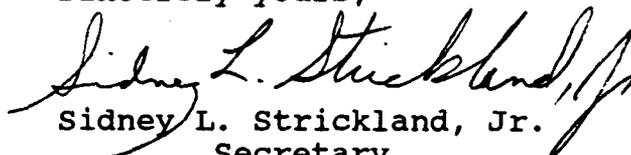
OFFICE OF THE SECRETARY

Charles T. Kappler  
Alvord And Alvord  
200 World Center Building  
918 Sixt-enth Street, N. W.  
Washington, D. C. 20006-2973

Dear   Sirs:

The enclosed dcoument(s) was recorded pursuant to the provisions of Section 11303 of the Insterstate Commerce Act, 49 U.S.C. 11303, on 7/22/91 at 1:40PM , and assigned recordation number(s). 9237-G, H and I.

Sincerely yours,

  
Sidney L. Strickland, Jr.  
Secretary

RECORDATION NO. 9237-6 FILED 1991

JUL 22 1991 -1 40 PM

INTERSTATE COMMERCE COMMISSION

ASSIGNMENT OF LEASE

For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, The New Connecticut Bank and Trust Company, National Association, as assignee of the Federal Deposit Insurance Corporation as receiver of The Connecticut Bank and Trust Company, National Association (the "Assignor"), hereby sells, assigns, transfers and sets over unto Bankers Trust Company (the "Assignee"), all of its right, title and interest in and to that certain Lease of Railroad Equipment Agreement (the "Lease") dated as of November 15, 1977, between the Assignor, as lessor, and CSX Transportation, Inc. (formerly, Louisville and Nashville Railroad Company), as lessee.

Assignor hereby represents and warrants that Schedule A attached hereto is a true and correct list of the road numbers which have been assigned to all equipment covered under the Lease.

Except as otherwise specifically set forth herein, this assignment is made without recourse, warranty or representation of any kind or type whatsoever.

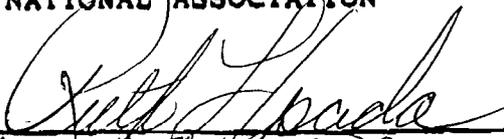
Assignor hereby authorizes the recordation of this assignment and hereby agrees to execute such further documentation as Assignee may reasonably request in order to carry out the purpose of this Assignment.

This Agreement may be executed in any number of counterparts, but all of such counterparts together shall constitute one and the same agreement. Delivery by any party of telecopied copies of executed counterparts hereof shall constitute execution and delivery hereof by such party.

IN WITNESS WHEREOF, the undersigned pursuant to due corporate authority, has caused this instrument to be duly executed in its corporate name by its officer thereunto duly authorized, all as of the date written below, and the undersigned signatory hereby declares pursuant to

28 U.S.C. 1746 under penalty of perjury that the foregoing is a true and correct document and was executed on the date indicated below its signature.

THE NEW CONNECTICUT NATIONAL BANK AND TRUST COMPANY, NATIONAL ASSOCIATION, AS ASSIGNEE OF THE FEDERAL DEPOSIT INSURANCE CORPORATION AS RECEIVER OF THE CONNECTICUT BANK AND TRUST COMPANY, NATIONAL ASSOCIATION

By: 

Name: RUTH L. SPADA  
Title: Assistant Secretary  
Executed on May 22, 1991

State of CONNECTICUT  
County of HARTFORD ss:

On this 22<sup>ND</sup> day of May, 1991 before me personally appeared RUTH L. SPADA, to me personally known, who being by me duly sworn, says that (s)he is the Assistant Secretary of The New Connecticut Bank and Trust Company, National Association, as assignee of the Federal Deposit Insurance Corporation as receiver of The Connecticut National Bank and Trust Company, National Association, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the forego

ing instrument was the free act and deed of said corporation.

Jill M Vesce  
Signature of Notary Public  
JILL M VESCE  
My Commission expires OCT 31 1995  
Accepted this  
22 day of May, 1991:

BANKERS TRUST COMPANY

By: \_\_\_\_\_

Name:  
Title:  
Executed on May \_\_, 1991

State of \_\_\_\_\_  
County of \_\_\_\_\_ ss:

On this \_\_\_\_\_ day of May, 1991 before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of Bankers Trust Company, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Signature of Notary Public  
My Commission expires \_\_\_\_\_

ing instrument was the free act and deed of said corporation.

Signature of Notary Public

My Commission expires \_\_\_\_\_

Accepted this \_\_\_\_\_ day of May, 1991:

BANKERS TRUST COMPANY

By: *A. Martin Canon*

Name: *A. Martin Canon*  
Title: *Vice President*  
Executed on May 22, 1991

State of *New York*  
County of *New York* ss:

On this 22 day of May, 1991 before me personally appeared *A. Martin Canon*, to me personally known, who being by me duly sworn, says that (s)he is the *VP* of Bankers Trust Company, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Tina C. Spar*  
Signature of Notary Public

My Commission expires 12-31-91

TINA C. SPAR  
NOTARY PUBLIC, State of New York  
No. 4830119  
Qualified in Kings County  
Certificate Filed in New York County  
Commission Expires December 31, 1991

Schedule A to  
Assignment

Locomotives:

<u>Quantity</u>	<u>Description</u>	<u>Road Numbers</u>
14	2,250 h.p. 4 axle, turbo charged, die- sel-electric loco- motive, General Elec- tric Model B-23-7, manufactured new in 1977	CSXT 3115-3128 (for- merly SBD 3115-3128 and originally LN5115-5129 (exclud- ing 5123)

Schedule A to  
Assignment

Locomotives:

<u>Quantity</u>	<u>Description</u>	<u>Road Numbers</u>
14	2,250 h.p. 4 axle, turbo charged, die- sel-electric locomo- tive, General Elec- tric Model B-23-7, manufactured new in 1977	CSXT 3115-3128 (for- merly SBD 3115-3128 and originally LN5115-5129 (exclud- ing 5123)