

RECORDATION NO. 17583-1 FILED

NOV 24 '03 2:47 PM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL  
URBAN A. LESTER

November 21, 2003

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 of Lease Schedule No. 801 to Master Equipment Lease Agreement, dated November 21, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease which was previously filed with the Board under Recordation Number 17583.

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

Assignor: Pitney Bowes Credit Corporation,  
as Servicer for the PBG Equipment Trust  
27 Waterview Drive  
Shelton, Connecticut 06484

Assignee: The David J. Joseph Company  
300 Pike Street  
Cincinnati, Ohio 45202

Mr. Vernon A. Williams  
November 21, 2003  
Page 2

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

35 railcars within the series UCSX 2003 - UCSX 2099 as more particularly set forth in the equipment schedule attached to the document.

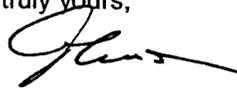
A short summary of the document to appear in the index is:

Memorandum of Assignment of Lease Schedule No. 801 to Master Equipment Lease Agreement.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

**MEMORANDUM OF ASSIGNMENT OF LEASE SCHEDULE NO. 801 TO MASTER  
EQUIPMENT LEASE AGREEMENT DATED OCTOBER 30, 1991**

Memorandum of Assignment of Lease Schedule No. 801 to Master Equipment Lease Agreement dated October 30, 1991 made and entered into as of November 11, 2003 by and between **PITNEY BOWES CREDIT CORPORATION**, as Servicer of the PGB Equipment Trust (Assignor) and **THE DAVID J. JOSEPH COMPANY** (Assignee).

**WITNESSETH:**

1. Assignor, as Lessor, has entered into Lease Schedule No. 801 dated as of October 30, 1991, as amended, to Master Equipment Lease Agreement dated October 30, 1991 (together the "Lease") with International Paper Company, successor by merger to Union Camp Corporation, as Lessee, covering certain railroad equipment bearing UCSX reporting marks and road numbers as detailed on the attached Schedule A.
2. Assignor has agreed to assign to Assignee and Assignee has agreed to accept from Assignor the aforesaid Lease and the corresponding railcars which are the subject of that Lease pursuant to the Purchase Agreement dated as of November 11, 2003.
3. This Memorandum is intended to be recorded with the Surface Transportation Board and may be executed by the parties hereto in any number of counterparts, and all such counterparts taken together shall be deemed to constitute one and the same instrument.
4. A Memorandum of Master Rail Lease Agreement was recorded with the Surface Transportation Board on 11-5-03 under Recordation Number 17583.

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

**THE DAVID J. JOSEPH COMPANY**

By:

Title:

*Kinda M. Baughman*  
*Asst. Secretary*

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SURFACE TRANSPORTATION BOARD

**PITNEY BOWES CREDIT CORPORATION,  
AS SERVICER FOR THE PGB EQUIPMENT TRUST**

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

Title: \_\_\_\_\_

**MEMORANDUM OF ASSIGNMENT OF LEASE SCHEDULE NO. 801 TO MASTER  
EQUIPMENT LEASE AGREEMENT DATED OCTOBER 30, 1991**

Memorandum of Assignment of Lease Schedule No. 801 to Master Equipment Lease Agreement dated October 30, 1991 made and entered into as of November \_\_, 2003 by and between **PITNEY BOWES CREDIT CORPORATION**, as Servicer of the PGB Equipment Trust (Assignor) and **THE DAVID J. JOSEPH COMPANY** (Assignee).

**WITNESSETH:**

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2. Assignor has agreed to assign to Assignee and Assignee has agreed to accept from Assignor the aforesaid Lease and the corresponding railcars which are the subject of that Lease pursuant to the Purchase Agreement dated as of November 11, 2003.
3. This Memorandum is intended to be recorded with the Surface Transportation Board and may be executed by the parties hereto in any number of counterparts, and all such counterparts taken together shall be deemed to constitute one and the same instrument.
4. A Memorandum of Master Rail Lease Agreement was recorded with the Surface Transportation Board on 11-5-91 under Recordation Number 17583.

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

**THE DAVID J. JOSEPH COMPANY**

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

Title: \_\_\_\_\_

**PITNEY BOWES CREDIT CORPORATION,  
AS SERVICER FOR THE PGB EQUIPMENT TRUST**

By: *W. J. Mandel*

Title: Vice President



STATE OF \_\_\_\_\_ )  
 )ss:  
COUNTY OF \_\_\_\_\_ )

On this \_\_\_\_ day of November, 2003, before me personally appeared \_\_\_\_\_, to me personally known, who, being by me duly sworn, did say that he/she is \_\_\_\_\_ of THE DAVID J. JOSEPHN COMPANY, that the foregoing document was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of said instrument was the free act and deed of the corporation.

\_\_\_\_\_  
NOTARY PUBLIC

My commission expires:

STATE OF Connecticut)  
 )ss: *Sheltaw*  
COUNTY OF Fairfield )

On this 11<sup>th</sup> day of November, 2003, before me personally appeared LD Osmanski, to me personally known, who, being by me duly sworn, did say that he/she is a Vice President of PITNEY BOWES CREDIT CORPORATION, that the foregoing document was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of said instrument was the free act and deed of the corporation.

  
\_\_\_\_\_  
NOTARY PUBLIC  
KATHERINE B. KREGLING  
**NOTARY PUBLIC**  
MY COMMISSION EXPIRES FEB. 28, 2007

My commission expires:

SCHEDULE A

Thirty-Five (35) Bethlehem Steel built, 110 ton, tree length log railway freight railcars bearing reporting marks:

UCSX 2003, 2006, 2008, 2009, 2016, 2021, 2023, 2029, 2053, 2055, 2056, 2058, 2061, 2062, 2063, 2067, 2069, 2070, 2072, 2073, 2077, 2078, 2080, 2081, 2083, 2084, 2085, 2088, 2089, 2090, 2091, 2092, 2097, 2098, 2099

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

11/24/03



\_\_\_\_\_  
Robert W. Alvord