

RECORDATION NO. 27106-A FILED

JUL 26 '07 -12 09 PM

**PERETORE & PERETORE**

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**SURFACE TRANSPORTATION BOARD**

NEW YORK OFFICE  
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(718) 667-8785  
REPLY TO NEW JERSEY

FRANK PERETORE\*  
JANIS MIGLIORISE PERETORE\*\*

\*NEW JERSEY, NEW YORK & D C BARS  
\*\*NEW JERSEY & NEW YORK BARS

July 25, 2007

VIA FEDERAL EXPRESS OVERNIGHT

Regena Smith-Bernard  
Surface Transportation Board  
395 E Street, SW  
Washington, D.C. 20024



Dear Ms. Bernard:

I have enclosed an original and two copies of the document(s) described below, to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code.

The first document is a Memorandum of Chattel Mortgage, a primary document, dated June 27, 2007 and the second document is an Assignment of Contract Documents, a secondary document, dated June 27, 2007.

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

Assignor, Vendor, Lessor, Mortgagee, etc: First Financial Capital.

Assignee: All Points Capital Corp.

Vendee, Lessee, Mortgagor, etc: City Carting Holding Company, Inc.

A description of the equipment covered by the documents is as follows:

TWENTY-FOUR (24) NEW NATIONAL STEEL 6400 CU. FT. GONDOLA RAIL CARS.  
SN'S:

WCTX501, WCTX502, WCTX503, WCTX504, WCTX505, WCTX506, WCTX507,  
WCTX509, WCTX510, WCTX511, WCTX512, WCTX514, WCTX515, WCTX519,  
WCTX520, WCTX523, WCTX526, WCTX527, WCTX528, WCTX530, WCTX531,  
WCTX536, WCTX537 AND WCTX539

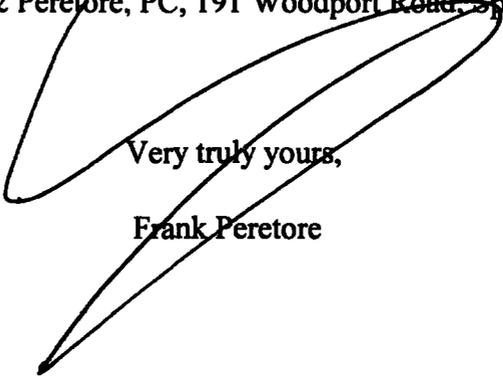
A short summary of the document to appear in the index follows: Chattel Mortgage between First Financial Capital, 3 Franklin Square, suite 3, Saratoga Springs, New York 12866 and City Carting Holding Company, Inc., 8 Viaduct Road, Stamford, Connecticut 06907 dated June 27, 2007, and covering Twenty-four (24) New National Steel 6400 CU. FT. Gondola Rail Cars. SN'S:

WCTX501, WCTX502, WCTX503, WCTX504, WCTX505, WCTX506, WCTX507, WCTX509, WCTX510, WCTX511, WCTX512, WCTX514, WCTX515, WCTX519, WCTX520, WCTX523, WCTX526, WCTX527, WCTX528, WCTX530, WCTX531, WCTX536, WCTX537 AND WCTX539

and Assignment between First Financial Capital, 3 Franklin Square, suite 3, Saratoga Springs, New York 12866 and All Points Capital Corp., 275 Broad Hollow Road, Melville, New York 11747 dated June 27, 2007 covering Twenty-four (24) New National Steel 6400 CU. FT. Gondola Rail Cars. SN'S:

WCTX501, WCTX502, WCTX503, WCTX504, WCTX505, WCTX506, WCTX507, WCTX509, WCTX510, WCTX511, WCTX512, WCTX514, WCTX515, WCTX519, WCTX520, WCTX523, WCTX526, WCTX527, WCTX528, WCTX530, WCTX531, WCTX536, WCTX537 AND WCTX539

A fee of \$70.00 is enclosed. Please return the originals and any extra copies not needed by the Board for recordation to Peretore & Peretore, PC, 191 Woodport Road, Sparta, New Jersey 07871.



Very truly yours,

Frank Peretore

FP:ad

Enclosure

Cc: Mr. Richard Pelcher

Mr. Kerry Mach

JUL 26 '07 -12 09 PM '02

SURFACE TRANSPORTATION BOARD

ASSIGNMENT OF MEMORADUM OF CHATTEL MORTGAGE

WHEREAS, First Financial Capital ("Assignor") is the current holder of a Memorandum of Chattel Mortgage dated June 27, 2007 between First Financial Capital and City Carting Holding Company, Inc., and

WHEREAS Assignor has assigned all of its right, title and interest in the Chattel Mortgage and all related documents which are the subject of the Memorandum of Chattel Mortgage to All Points Capital Corp. ("Assignee"):

Now therefore, for good and valuable consideration, receipt of which is hereby acknowledged, the undersigned, has assigned and does hereby assign to ALL POINTS CAPITAL CORP., 275 Broad Hollow Road, Melville, New York, its successors and assigns, all of the rights title and interest in the Memorandum of Chattel Mortgage.

FIRST FINANCIAL CAPITAL

By: [Signature]  
Name:  
Title: OWNER

On this 20<sup>th</sup> day of July, 2007 before me personally appeared Karen J. Colbert to me personally known who being by me duly sworn, says that ~~(s)~~he is the owner of First Financial Capital, 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 (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL) [Signature]  
 Signature of Notary Public  
My Commission expires \_\_\_\_\_  
DANA L. PARRY  
NOTARY PUBLIC, State of New York  
Qualified in Saratoga County  
Reg. No. 01PA6023447  
My Commission Expires April 19 2011

ALL POINTS CAPITAL CORP.

By: [Signature]  
Name: Richard Felchue  
Title: Vice President

On this 24<sup>th</sup> day of July, 2007 before me personally appeared Richard Petchen to me personally known, who being by me duly sworn, says that (s)he is the Vice President of All Points Capital Corp, 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 (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

*Michelle Hoffman*

Signature of Notary Public

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

MICHELLE HOFFMAN  
Notary Public, State of New York  
No 4803599  
Qualified in Nassau County  
Commission Expires May 31, 2010

**EQUIPMENT SCHEDULE 'A' FOR MEMORANDUM OF  
CHATTEL MORTGAGE**

BETWEEN

CITY CARTING HOLDING COMPANY , INC.  
as BORROWER

AND

FIRST FINANCIAL CAPITAL  
as LENDER

**Dated: JUNE 27, 2007**

TWENTY-FOUR (24) NEW NATIONAL STEEL 6400 CU. FT. GONDOLA RAIL CARS. SN'S:

WCTX501, WCTX502, WCTX503, WCTX504, WCTX505, WCTX506, WCTX507, WCTX509,  
WCTX510, WCTX511, WCTX512, WCTX514, WCTX515, WCTX519, WCTX520, WCTX523,  
WCTX526, WCTX527, WCTX528, WCTX530, WCTX531, WCTX536, WCTX537 AND  
WCTX539

ROBERT G. OXER -PRES.  
CITY CARTING HOLDING COMPANY, INC.