

BALL JANIK LLP

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RECORDATION NO. 15831-A FILED

JAN 30 2001 3:08 PM

SURFACE TRANSPORTATION BOARD

lgitomer@bjllp.com

January 30, 2001

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed the original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is an Assignment and Assumption Agreement, a secondary document, dated as of January 30, 2001. The primary document to which this is connected is recorded under Recordation No. 15831. We request that one copy of this document be recorded under Recordation No. 15831-A.

The names and addresses of the parties to the Assignment and Assumption Agreement are:

Assignee:

Banc One Leasing Corporation
1111 Polaris Parkway, Suite A3
Columbus, OH 43065

Assignor:

Valley Bank Leasing, Inc.
1111 Polaris Parkway, Suite A3
Columbus, OH 43065

A description of the equipment covered by the Assignment and Assumption Agreement consists of 150 hopper cars numbered BFGX 1400-1549, inclusive.

BALL JANIK LLP

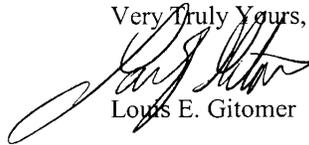
Honorable Vernon A. Williams
January 30, 2001
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A fee of \$ 27.00 is enclosed. Please return the original to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: an Assignment and Assumption Agreement between Banc One Leasing Corporation, 1111 Polaris Parkway, Suite A3, Columbus, OH 43065, and Valley Bank Leasing, Inc., 1111 Polaris Parkway, Suite A3, Columbus, OH 43065, covering 150 hopper cars numbered BFGX 1400-1549, inclusive.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "Louis E. Gitomer", written over a horizontal line.

Louis E. Gitomer

Enclosures

RECORDATION NO. 15831-A FILED
JAN 30 '01
3-06 PM
SURFACE TRANSPORTATION BOARD

ASSIGNMENT AND ASSUMPTION AGREEMENT

This Assignment and Assumption Agreement is dated as of January 30, 2001, by and between BANC ONE LEASING CORPORATION ("BANC ONE"), the assignee, and VALLEY BANK LEASING, INC. ("VALLEY BANK"), the assignor.

VALLEY BANK, as lessor, entered into an Equipment Lease Agreement dated as of August 1, 1988 with The B.F. Goodrich Company, as lessee, to lease 150 hopper cars numbered BFGX 1400-1549, inclusive (the "Equipment"), to lessee. The Equipment Lease Agreement was recorded on September 20, 1988 at the Interstate Commerce Commission under Recordation No. 15831.

In consideration of the premises and the agreements herein contained and other good and valuable consideration, VALLEY BANK is, effective as of the date hereof: (a) assigning to BANC ONE, all rights, title, interests and obligations of VALLEY BANK in, under and to the Equipment Lease Agreement, and BANC ONE is accepting and assuming all of the same, in each such case to the extent attributable to the period commencing on and continuing after the consummation of such assignment and acceptance; and (b) selling the Equipment to BANC ONE, and BANC ONE shall be the owner of the Equipment and VALLEY BANK shall have no interest or authority of any nature regarding the Equipment.

This Assignment and Assumption Agreement may be executed in any number of counterparts, each of which shall be an original, all of which when taken together shall constitute one agreement binding on all parties, notwithstanding that all parties are not signatories to the same counterpart.

IN WITNESS WHEREOF, each of the parties hereto have caused this Assignment and Assumption Agreement to be executed by its duly authorized officer as of the date first written above.

VALLEY BANK LEASING, INC.
as Assignor

By: [Signature]
Name: Richard W. Ballantine
Title: Senior Leasing Officer

BANC ONE LEASING CORPORATION
as Assignee

By: [Signature]
Name: Timothy L. Enebreck
Title: Officer

STATE OF OHIO)
) ss
COUNTY OF DELAWARE)

On this 29th day of January, 2000, before me personally appeared Timothy Ellerbrock, to me personally known, who being by me duly sworn, says that he is the officer, of Banc One Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.



NOTARY PUBLIC

My commission expires:

CHRISTOPHER D. TRAIL, Attorney At Law
NOTARY PUBLIC, STATE OF OHIO
My commission has no expiration date.
Section 147.03 R.C.

STATE OF)
) ss
COUNTY OF)

On this 29th day of January, 2000, before me personally appeared Richard Ballantine, to me personally known, who being by me duly sworn, says that he is the Senior Leasing Officer of Valley Bank Leasing, Inc. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.



NOTARY PUBLIC

My commission expires:

CHRISTOPHER D. TRAIL, Attorney At Law
NOTARY PUBLIC, STATE OF OHIO
My commission has no expiration date.
Section 147.03 R.C.