

OCT 22 '09

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PERETORE & PERETORE

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SURFACE TRANSPORTATION BOARD

REPLY TO NEW JERSEY

NEW YORK OFFICE

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FRANK PERETORE*

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SCOTT D. CHAIT*

FREDDA GOLDSMITH KATCOFF, OF COUNSEL*

*NEW JERSEY & NEW YORK BARS

October 21, 2009



VIA FEDERAL EXPRESS OVERNIGHT

Anne K. Quinlan
Surface Transportation Board
395 E Street, SW
Washington, D.C. 20024

Dear Ms. Quinlan:

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 September 10, 2009 and the second document is an Assignment of Contract Documents, a secondary document, dated September 29, 2009.

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

Assignor, Vendor, Lessor, Mortgagee, etc: Leasehampton Equipment Services Corp.

Assignee: All Points Capital Corp.

Vendee, Lessee, Mortgagor, etc: 1st Response Rail Service, Inc.

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

ONE (1) 1994 SHUTTLE WAGON, MODEL SWX5R25; and

ONE (1) 1998 SHUTTLE WAGON, MODEL SWX410B; and

TEN (10) FLAT RAIL CARS, SN'S:

CN618199, CN618246, CN618244, CN618210, CN618216, CN618209, CN618203, CN618004, CN618219 AND CN618200.

A short summary of the document to appear in the index follows: Chattel Mortgage between Leasehampton Equipment Services Corp., 4175 Veterans Memorial Highway, Ronkonkoma, New York 11779 and 1st Response Rail Service, Inc., 45 W. Jetryn Blvd., suite 109, Deer Park, New York 11729 dated September 10, 2009, and covering One 1994 Shuttle Wagon, Model SWX5R25 and One 1998 Shuttle Wagon, Model SWX410B and Ten Flat Rail Cars, SN'S:

CN618199, CN618246, CN618244, CN618210, CN618216, CN618209, CN618203, CN618004, CN618219 AND CN618200.

and Assignment between Leasehampton Equipment Services Corp., 4175 Veterans Memorial Highway, Ronkonkoma, New York 11779 and All Points Capital Corp., 275 Broad Hollow Road, Melville, New York 11747 dated September 29, 2009 covering One 1994 Shuttle Wagon, Model SWX5R25 and One 1998 Shuttle Wagon, Model SWX410B and Ten Flat Rail Cars, SN'S:

CN618199, CN618246, CN618244, CN618210, CN618216, CN618209, CN618203, CN618004, CN618219 AND CN618200.

A fee of \$82.00 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.

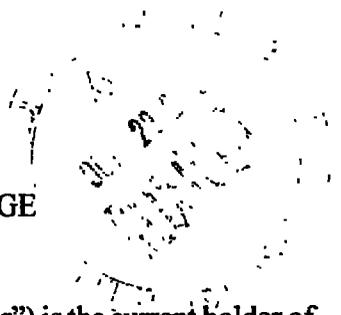
Very truly yours,

Frank Peretore

FP:ad
Enclosure
Cc: Ms. Edina Fields

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SURFACE TRANSPORTATION BOARD
ASSIGNMENT OF MEMORADUM OF CHATTEL MORTGAGE

WHEREAS, Leasehampton Equipment Services Corp. ("Assignor") is the current holder of a Memorandum of Chattel Mortgage dated September 10, 2009 between Leasehampton Equipment Services Corp. and 1st Response Rail Service, 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.

LEASEHAMPTON EQUIPMENT SERVICES CORP.

By: [Signature]
Name: Stephen P. Morrison
Title: President

On this 9 day of October, 2009 before me personally appeared Stephen P. Morrison to me personally known, who being by me duly sworn, says that (s)he is the President of Leasehampton Equipment Services 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)
 [Signature]
Signature of Notary Public
My Commission expires _____

KATHRYN KENT
Notary Public, State of New York
NO. 01KE6170811
Qualified in Suffolk County
Commission Expires July 23, 2011

ALL POINTS CAPITAL CORP.

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

On this 20th day of October, 2009 before me personally appeared Richard Felcher to me personally known, who being by me duly sworn, says that (s)he is the Funding 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.

EDINA S. FIELDS
Notary Public, State of New York
No. 01F18102885
Qualified in Kings County Nassau
Commission Expires 12/08/2007 2011

(SEAL)

Edina S. Fields

Signature of Notary Public

My Commission expires 12/8/2011

POWER OF ATTORNEY

This Power of Attorney is made on October 9, 2009

Between: The Principal(s)

Leasehampton Equipment Services Corp.

whose address is: 4175 Veterans Memorial Highway, Ronkonkoma, New York 11779

individually referred to as "I" or "my",

And: The Agent(s)

Frank Peretore, Esq.

whose address is: 191 Woodport Road, Sparta, New Jersey 07871

referred to as "You".

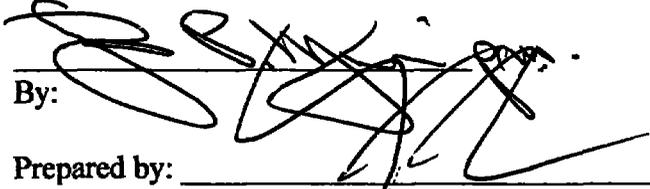
Grant of Authority. I appoint You to act as my Agent (called an attorney in fact) to do each and every act which I could personally do for the following uses and purposes:

Record the Memorandum of Chattel Mortgage evidencing a lien on the Railroad cars that are the subject of the Memorandum of Chattel Mortgage between Leasehampton Equipment Services Corp. and 1st Response Rail Service, Inc. dated September 10, 2009.

Powers. I give You all the power and authority which I may legally give to You. You may revoke this Power of Attorney or appoint a new Agent in your place. I approve and confirm all that You or your substitute may lawfully do on my behalf.

Signatures. By signing below, I acknowledge that I have received a copy of this Power of Attorney and that I understand its terms.

Leasehampton Equipment Services Corp.

By: 

Prepared by: _____

(N.J.S.A. Frank Peretore, Esq.

46:15-13)

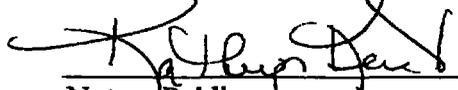
STATE OF NEW YORK :

: ss

COUNTY OF Suffolk

I CERTIFY that on 9, October, 2009
Stephen J. Morris personally came before me and acknowledged under oath, to my satisfaction, that this person

- (a) is named in and personally signed this document; and
- (b) signed, sealed and delivered this document as his or her act and deed.



Notary Public

KATHRYN KENT
Notary Public, State of New York
NO 01KE6170811
Qualified in Suffolk County
Commission Expires July 23, 2011

POWER OF ATTORNEY

This Power of Attorney is made on October 20, 2009

Between: The Principal(s)

All Points Capital Corp.
whose address is: 275 Broad Hollow Road, Melville, New York 11747

individually referred to as "I" or "my",

And: The Agent(s)

Frank Peretore, Esq.
whose address is: 191 Woodport Road, Sparta, New Jersey 07871

referred to as "You".

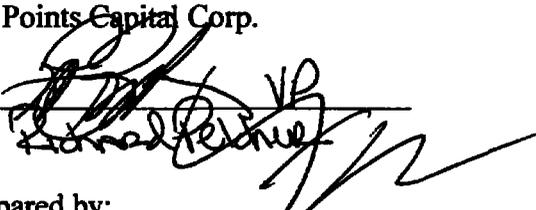
Grant of Authority. I appoint You to act as my Agent (called an attorney in fact) to do each and every act which I could personally do for the following uses and purposes:

Record an Assignment from Leasehampton Equipment Services Corp. to All Points Capital Corp. of the Memorandum of Chattel Mortgage between Leasehampton Equipment Services Corp. and 1st Response Rail Service, Inc. dated September 10, 2009, evidencing a lien on the Railroad cars that are the subject of the Memorandum.

Powers. I give You all the power and authority which I may legally give to You. You may revoke this Power of Attorney or appoint a new Agent in your place. I approve and confirm all that You or your substitute may lawfully do on my behalf.

Signatures. By signing below, I acknowledge that I have received a copy of this Power of Attorney and that I understand its terms.

All Points Capital Corp.

By: 

Prepared by: _____
(N.J.S.A. Frank Peretore, Esq.
46:15-13)

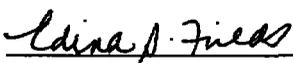
STATE OF NEW YORK:

: ss

COUNTY OF SUFFOLK :

I CERTIFY that on October 20, 2009, Richard Felcher, personally came before me and acknowledged under oath, to my satisfaction, that this person

- (a) is named in and personally signed this document; and
- (b) signed, sealed and delivered this document as his or her act and deed.


Notary Public

EDINA S. FIELDS
Notary Public, State of New York
No. 01F16102685
Qualified in Kings County Nassau
Commission Expires 12/08/2007 2011