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RECORDATION NO. _____ Filed & Recorded
MAY 1 1973 - 1 15 PM
INTERSTATE COMMERCE COMMISSION

ASSIGNMENT

ASSIGNMENT, dated as of May 1, 1973,
by and between SECURITY NATIONAL BANK, a national banking
association incorporated and existing under the laws of
the United States, acting as Trustee under an Equipment
Trust Agreement dated as of April 1, 1973 (hereinafter
called the "Trustee") and MARATHON LEASING COMPANY, a
corporation duly organized and existing under the laws of
the State of Delaware (hereinafter called the "Company").

WHEREAS, the Company has agreed to cause to be sold,
transferred and delivered to the Trustee certain railroad
equipment (hereinafter called the Trust Equipment) pursuant
to an Equipment Trust Agreement dated as of April 1, 1973
(hereinafter called the "Trust Agreement"); and

WHEREAS, title to such Trust Equipment is to be vested
in and is to be retained by the Trustee and such Trust
Equipment is to be leased to the Company under the Trust
Agreement, all subject to the lease or leases referred to
in Exhibit 1 hereto (hereinafter called the "Leases")
between the Company and the lessee or lessees named therein;
and

WHEREAS, Marathon Leasing Company 8-1/2% Equipment Trust
Certificates due December 31, 1985 (Series 5) are to be issued
and sold in the aggregate principal amount not exceeding
\$3,000,000 and the aggregate proceeds (excluding accrued

interest, if any) of such sale which shall equal the aggregate principal amount of the Trust Certificates so issued and sold shall constitute a fund to be known as the Marathon Leasing Company Equipment Trust Series 5 to be delivered by the Trustee from time to time to the Company to reimburse the Company for up to 80% of the cost of the Trust Equipment, the remainder of the cost of the Trust Equipment to be paid by the Company, as provided in the Trust Agreement; and

WHEREAS, it is desired to grant to the Trustee a security interest in and to the Leases and other collateral described below;

NOW, THEREFORE, in consideration of the mutual covenants and promises herein contained, the parties hereto hereby agree as follows:

Subject to the rights of lessees under Leases, the Company hereby assigns, transfers and sets over unto the Trustee as security for the payment and performance of all of the Company's obligations under the lease provided for in the Trust Agreement (i) all of the Company's right, title and interest as lessor in, to and under the Leases described in Exhibit 1 hereto together with all rights, powers, privileges, and other benefits of the Company as lessor under the Leases in respect of such units of Trust Equipment, including but not limited to the Company's right to receive and collect all rentals, liquidated damages, proceeds of sale and other payments

EXHIBIT 1

1. Tank Car Lease and Service Contract dated April 1, 1973 between Marathon Leasing Company and The Dow Chemical Company, covering the following described railroad tank cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
40	26,000 gal. 111A100W1	RTMX 2600 through 2639

2. Tank Car Lease and Service Contract dated June 1, 1973 between Marathon Leasing Company and Duval Corporation, covering the following described railroad tank cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
50	14,000 gal. 111A100W3	RTMX 3100 through 3149

3. Tank Car Lease and Service Contract dated June 1, 1973 between Marathon Leasing Company and Pennwalt Corporation, covering the following described railroad tank cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
3	20,000 gal. 111A100W1	RTMX 2025 through 2027

4. Tank Car Lease and Service Contract dated July 1, 1973 between Marathon Leasing Company and Pennwalt Corporation, covering the following described railroad tank cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
6	20,800 gal. 111A100W5	RTMX 2085 through 2090