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6/15/86
10.00
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RECORDATION NO. 13326-B
Filed 1425

JUN 5 1986 -2 10 PM

June 3, 1986 INTERSTATE COMMERCE COMMISSION

Interstate Commerce Commission
Constitution Avenue at 12th Street, N.W.
Washington, D.C. 20023

Attention: Ms. Mildred Lee, Room 2303

Re: Equipment Lease dated as of November 12, 1981, naming Citizens Fidelity Leasing Corporation as lessor and Richmond Leasing Company as lessee - Recordation No. 13326

Dear Ms. Lee:

Enclosed for recordation pursuant to Section 11303 of Title 49 of the United States Code are the original and one copy of an assignment dated as of April 30, 1986. The primary document to which this assignment relates is the equipment lease referenced above.

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

- (a) Assignor: Chemcredit, Inc.
110 East 59th Street
New York, New York 10022
- (b) Assignee: Chemcredit, Inc.
110 East 59th Street
New York, New York 10022

Pursuant to the assignment, Chemcredit, Inc., as the secured party to a security agreement bearing the Recordation No. 13327, assigned all right, title, interest, claims and demands of the lessor, in, to and under the equipment lease

referenced above, to Chemcredit, as purchaser, except and excluding therefrom the lessor's rights against Richmond Leasing Company, as lessee, under Sections 8, 12 and 15 of the equipment lease.

The equipment covered by this assignment includes the following:

One Hundred Eight (108) 100-ton, 4,750 cubic foot triple gate covered hopper cars bearing the following reporting marks and numbers:

DR 10428 through DR 10505, KBSR 500020 through KBSR 500027, RTMX 8651 through RTMX 8672.

The AAR mechanical designation for the equipment is LO.

Please record the assignment and, in doing so, assign to it the same recordation number assigned to the equipment lease referred to herein. Please cross-index the assignment as well.

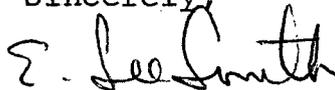
A short summary of the assignment to be included in the appropriate index follows:

Assignment from Chemcredit, Inc. (secured party) to Chemcredit, Inc. (purchaser), 110 East 59th Street, New York, New York 10022, dated as of April 30, 1986, of rights under the equipment lease bearing Recordation No. 13326.

The \$10.00 filing fee is included in the enclosed check for \$180.00, the combined recording fee for the 18 related documents enclosed herewith. Please return the original assignment and any copies not needed for recordation purposes to Zalkin, Rodin & Goodman, 750 Third Avenue, New York, New York 10017, (212) 682-6900, Attention: E. Lee Smith. In addition, please stamp the enclosed copy of this transmittal letter with your recording stamp and return the stamped copy to me.

Thank you for your assistance.

Sincerely,



E. Lee Smith

ELS:ab
Enclosure

RECORDATION 10/13326-B
FIND 1425

JUN 5 1986 -2 10 PM

INTERSTATE COMMERCE COMMISSION

ASSIGNMENT

KNOW ALL MEN BY THESE PRESENTS, that CHEMCREDIT, INC. ("Chemcredit"), a New York corporation, in its capacity as the secured party (the "Secured Party") under a Security Agreement, dated as of November 12, 1981, naming Citizens Fidelity Leasing Corporation, a Kentucky corporation, as debtor (the "Debtor"), for and in consideration of the sum of Ten and 00/100 Dollars (\$10.00) and other good and valuable consideration, to it in hand paid, at or before the execution and delivery of these presents, by CHEMCREDIT, INC., a New York corporation (the "Purchaser"), receipt of which is hereby acknowledged, has assigned, and by these presents does grant and convey unto the Purchaser, its successors and assigns, all right, title, interest, claims and demands of the Debtor, as Lessor, in, to and under a certain equipment lease dated as of November 12, 1981 (the "Lease") between Debtor, as Lessor, and Richmond Leasing Company, as Lessee, and all rents and other sums due or to become due thereunder (collectively the "Contract Rights and Personal Property"), including any and all extensions or renewals of the term of the Lease insofar as the same cover or relate to the equipment described in the annexed Exhibit A, except and excluding therefrom rights of the Debtor against the Lessee under

Sections 8, 12 or 15 of the Lease for taxes, impositions, loss or liability suffered or incurred by the Debtor, to hold the same absolutely free of the Secured Party's security interest and all security interests subordinate thereto.

TO HAVE AND TO HOLD the said Contract Rights and Personal Property unto the Purchaser, its successors and assigns, to and for its own use and benefit forever.

IN WITNESS WHEREOF Chemcredit has caused these presents to be executed as of the 30th day of April, 1986.

CHEMCREDIT, INC.

By *Yuta Paline*
Title *one President*

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On this 20th day of April, 1986, before me personally appeared Dieter Boshma, to me personally known, who being by me duly sworn, says that he is the VP of Chemcredit Inc., 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 he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Kathleen M. Wells
Notary Public

KATHLEEN M. WELLS
Notary Public, State of New York
No. 31-4816764
Qualified in New York County
Commission Expires March 30, 1987

EXHIBIT A

DESCRIPTION OF EQUIPMENT

108 100-ton, 4750 cubic foot triple gate covered hopper cars equipped with gravity discharge gates and fiber-glass covers manufactured by Richmond Tank Car Company as follows:

Reporting Marks and Nos.

DR 10428	DR 10472
DR 10429	DR 10473
DR 10430	DR 10474
DR 10431	DR 10475
DR 10432	DR 10476
DR 10433	DR 10477
DR 10434	DR 10478
DR 10435	DR 10479
DR 10436	DR 10480
DR 10437	DR 10481
DR 10438	DR 10482
DR 10439	DR 10483
DR 10440	DR 10484
DR 10441	DR 10485
DR 10442	DR 10486
DR 10443	DR 10487
DR 10444	DR 10488
DR 10445	DR 10489
DR 10446	DR 10490
DR 10447	DR 10491
DR 10448	DR 10492
DR 10449	DR 10493
DR 10450	DR 10494
DR 10451	DR 10495
DR 10452	DR 10496
DR 10453	DR 10497
DR 10454	DR 10498
DR 10455	DR 10499
DR 10456	DR 10500
DR 10457	DR 10501
DR 10458	DR 10502
DR 10459	DR 10503
DR 10460	DR 10504
DR 10461	DR 10505
DR 10462	KBSR 500020
DR 10463	KBSR 500021
DR 10464	KBSR 500022
DR 10465	KBSR 500023
DR 10466	KBSR 500024
DR 10467	KBSR 500025
DR 10468	KBSR 500026
DR 10469	KBSR 500027
DR 10470	RTMX 8651
DR 10471	

Reporting Marks and Nos.

RTMX 8652
RTMX 8653
RTMX 8654
RTMX 8655
RTMX 8656
RTMX 8657
RTMX 8658
RTMX 8659
RTMX 8660
RTMX 8661
RTMX 8662
RTMX 8663
RTMX 8664
RTMX 8665
RTMX 8666
RTMX 8667
RTMX 8668
RTMX 8669
RTMX 8670
RTMX 8671
RTMX 8672