

ASSIGNMENT OF LEASE AND SECURITY AGREEMENT

RECORDATION NO. 13208-B  
DEC 18 1981 - 2 15 PM  
INTERSTATE COMMERCE COMMISSION

This instrument confirms that UNITED STATES RAIL SERVICES, INC. (the "Lessee") has assigned that certain Car Lease (the "lease"), dated October 19, 1981 between the Lessee and Apalachicola Northern Railroad Co. and granted a security interest in the Sublease to First Commercial Bank (the "Owner") pursuant to Section 14 of the Equipment Lease, dated as of July 1, 1981 (the "Lease") between the Lessee and the Owner. Pursuant to a Security Agreement (the "Security Agreement"), dated as of July 1, 1981 from the Owner to Chemical Business Credit Corp. (the "Lender"), the Sublease and the assignment of and security interest in the Sublease confirmed hereby are assigned to the Lender and subject to the Security Agreement in accordance with the terms thereof.

The Lease and the Security Agreement were filed and recorded with the Interstate Commerce Commission on July 31, 1981 and assigned Recordation Nos. 13207 and 13208, respectively.

The Sublease covers 2 4750 cu. ft. covered hopper cars bearing reporting marks and nos. AN 9010 and 9011, which is a portion of the same equipment covered by the Lease and the Security Agreement.

Reference is made to Section 14 of the Lease, the terms and conditions of which are hereby incorporated by this reference and made a part of this instrument.

Executed and delivered this 15th day of December, 1981.

UNITED STATES RAIL SERVICES, INC.

By Nancy C. Chapman  
its Assistant Secretary

STATE OF SAN FRANCISCO )  
 ) SS  
CITY AND COUNTY OF CALIFORNIA )

On this 15th day of December, 1981, before me personally appeared Nancy C. Chapman, to me personally known, who being by me duly sworn, says that she is Assistant Secretary of UNITED STATES RAIL SERVICES, INC., said instrument was duly executed by her on behalf of said corporation, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(NOTARIAL SEAL)

[Signature]  
Notary Public

My commission expires: January 14, 1985