

LAW OFFICES OF
HUBER LAWRENCE & ABELL

99 PARK AVENUE
NEW YORK, N.Y. 10016

RECORDATION NO. 13387-A
FILED 1426

OCT 16 1984 - 12 15 PM

INTERSTATE COMMERCE COMMISSION

AREA CODE 212
682-6200

4-290A163

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October 11, 1984

Ms. Agatha Mergenovich
Secretary
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Room 2303
Washington, DC 20423

No.
Date OCT 16 1984
Fee \$ 10.00
ICC Washington, D. C.

ICC OFFICE OF
THE SECRETARY
OCT 16 12 03 PM '84
MOTOR OPERATING UNIT

Dear Secretary Mergenovich:

Enclosed please find an original and counterpart of the secondary document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

The document, entitled "Assignment and Assumption of Boxcar Lease" is an assignment and assumption of lease covering 110 railroad boxcars, dated as of January 31, 1984, between RAI-FOUR MORTGAGE CORP., a Delaware corporation, as Assignee and MIDKIFF ASSOCIATES, an Oregon limited partnership, as Assignor. The addresses of the parties to the document are as follows:

ASSIGNEE: RAI-FOUR MORTGAGE CORP.
230 Park Avenue
New York, New York 10169

ASSIGNOR: MIDKIFF ASSOCIATES
c/o Frank T. Dunn, Jr., General Partner
5550 S.W. Macadam Avenue, Suite 220
Portland, Oregon 97201

The primary document to which this secondary document is connected is recorded under Recordation No. 13387.

A description of the equipment covered by this document follows:

Number
of Cars

Type and Description

110

60' 6", 50 ton, refrigerated boxcars
with capacity of 4,392 cu. ft.

MHLX	80000	MHLX	80116	MHLX	80245
	80001		80126		80246
	80002		80133		80249
	80003		80134		80252
	80005		80135		80253
	80006		80136		80255
	80007		80138		80256
	80009		80139		80261
	80010		80148		80265
	80011		80154		80266
	80012		80159		80274
	80013		80163		80276
	80014		80165		80285
	80015		80169		80286
	80016		80171		80287
	80017		80180		80288
	80018		80188		80289
	80019		80189		80291
	80024		80191		80294
	80028		80192		80295
	80033		80195		80297
	80036		80201		80299
	80038		80202		80306
	80040		80203		80310
	80041		80204		80313
	80048		80207		80314
	80059		80208		80319
	80069		80209		80320
	80075		80212		80322
	80079		80216		80323
	80086		80217		80324
	80091		80230		80329
	80096		80231		80336
	80101		80236		80346
	80102		80239		80500
	80103		80240		80508
	80113		80244		

A short summary of this document to appear in the index follows:

"Assignment and Assumption of Boxcar Lease between RAI-FOUR MORTGAGE CORP., with an address at 230 Park Avenue, New York, New York 10169, as Assignee, and

Midkiff Associates, with an address c/o Frank T. Dunn, Jr., General Partner, 5500 S.W. Macadam Avenue, Suite 220, Portland, Oregon 97201, as Assignor, dated as of January 31, 1984, and covering 110' 60" 6", 50-ton, refrigerated boxcars, with a capacity of 4,392 cu. ft., marked with the following identification numbers:

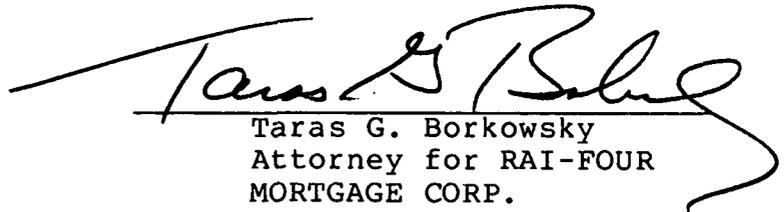
MHLX	80000	MHLX	80116	MHLX	80245
	80001		80126		80246
	80002		80133		80249
	80003		80134		80252
	80005		80135		80253
	80006		80136		80255
	80007		80138		80256
	80009		80139		80261
	80010		80148		80265
	80011		80154		80266
	80012		80159		80274
	80013		80163		80276
	80014		80165		80285
	80015		80169		80286
	80016		80171		80287
	80017		80180		80288
	80018		80188		80289
	80019		80189		80291
	80024		80191		80294
	80028		80192		80295
	80033		80195		80297
	80036		80201		80299
	80038		80202		80306
	80040		80203		80310
	80041		80204		80313
	80048		80207		80314
	80059		80208		80319
	80069		80209		80320
	80075		80212		80322
	80079		80216		80323
	80086		80217		80324
	80091		80230		80329
	80096		80231		80336
	80101		80236		80346
	80102		80239		80500
	80103		80240		80508
	80113		80244		

A fee of \$10.00 is enclosed. Please return the original to:

Taras G. Borkowsky, Esq.
Huber Lawrence & Abell
99 Park Avenue
New York, New York 10016

Thank you for your help in this matter.

Very truly yours,


Taras G. Borkowsky
Attorney for RAI-FOUR
MORTGAGE CORP.

TGB:srp
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

10/16/84

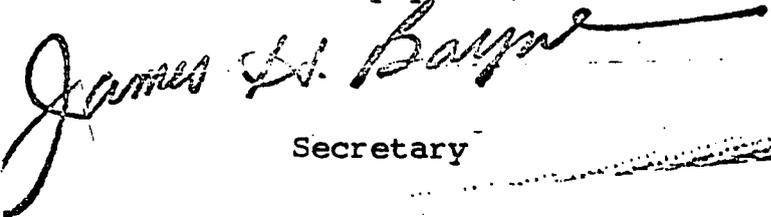
OFFICE OF THE SECRETARY

Taras G. Borkowsky, Esq.
Huber Lawrence & Abell
99 Park Avenue
New York, N.Y. 10016

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/16/84 at 12:15pm and assigned re-
recording number(s). 13387-A & 14268-A

Sincerely yours,


Secretary

Enclosure(s)

OCT 16 1984 - 12 15 PM

ASSIGNMENT AND ASSUMPTION OF BOXCAR LEASE
INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS, Midkiff Associates, an Oregon limited partnership, ("Assignor"), for good and valuable consideration received from RAI-FOUR MORTGAGE CORP., a Delaware corporation, ("Assignee"), does hereby assign unto Assignee all its right, title and interest in, to and under a certain Lease between Assignor as Lessor and RailAmerica, Ltd., a Delaware corporation, as Lessee, dated as of November 1, 1981, regarding one hundred ten (110) refrigerated railroad boxcars and all extensions and renewals thereof, ("Lease") and to all rents, income and payments therefrom on and after the date hereof, together with the benefits of all covenants, express or implied, contained in the Lease.

Assignor covenants and agrees that the Lease is in full force and effect; that it has good right and power to assign the same; and that there has been no default in any of the conditions, covenants and other provisions on the part of the Assignor to be kept and performed.

Assignee hereby accepts said Assignment and assumes and agrees to perform all the obligations as Lessor under the Lease arising from and after the date hereof.

This Assignment and Assumption Agreement shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed as of the 31st day of January, 1984.

ASSIGNOR:

WITNESS:

MIDKIFF ASSOCIATES

Janice J. Beaver

By: Frank T. Dunn, Jr.
General Partner

ASSIGNEE:

ATTEST:

RAI-FOUR MORTGAGE CORP.

Allen Hart

By: Allen Hart
Allen Hart,
President

STATE OF NEW YORK)
COUNTY OF NEW YORK)

On this 20th day of *September*, 1984, before me personally appeared Allen Hart, to me personally know, who, being by me duly sworn, did depose and say that he resides at 345 East 73rd Street, New York, NY 10021 and that he is the President of RAI-Four Mortgage Corp., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and 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.

DIANE J. SCHMIERER
Notary Public, State of New York
No. 52-4767426
Qualified in Suffolk County
Certificate Filed in New York County
Commission Expires March 30, 1986

Diane J. Schmierer

Notary Public
My Commission Expires: *3/30/86*

STATE OF *Oregon*)
COUNTY OF *Multnomah*)

On this 11 day of *September*, 1984, before me personally appeared Frank T. Dunn, Jr., to me personally known, who, being by me duly sworn, did depose and say that he resides at *Portland, Oregon* and that he is the general partner of Midkiff Associates, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said partnership.

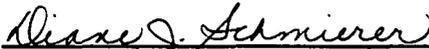
Robert E. Doerr

ROBERT E. DOERR
NOTARY PUBLIC - OREGON
My commission expires *8/11/86*

Robert E. Doerr

Notary Public
My Commission Expires: *8/11/86*

I, Diane J. Schmierer, Notary Public in and for the State of New York, do hereby certify that I have compared the photocopy attached hereto to the original document and have found said photocopy to be identical in every respect.


Diane J. Schmierer

DIANE J. SCHMIERER
Notary Public, State of New York
No. 52-4767426
Qualified in Suffolk County
Certificate Filed in New York County
Commission Expires March 30, 1986