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July 21, 1988

8 207A059

Ms. Mildred Lee, Secretary
Interstate Commerce Commission
Room 2303
Washington, D.C. 20423

13643-E
RECORDATION NO. FILED

JUL 25 1988 - 2:51 PM

No. _____
Date JUL 25 1988
Fee \$ 39.00

INTERSTATE COMMERCE COMMISSION

Re: Recordation No.: 13643

ICC Washington, D. C.

We are the attorneys for Stratford/ABT Joint Venture, an Ohio joint venture. Pursuant to 49 U.S.C. Section 11303 and the Commission's Rules and Regulations thereunder, we have enclosed 2 executed originals of the following document:

An Assignment of Security Agreement (Railroad Cars) and Assignment of Lease and Agreement dated July 20, 1988.

Please file the Assignment under Recordation No. 13643, and cross-index this filing against the name of the Lessor and Lessee listed below.

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

ASSIGNMENT OF SECURITY AGREEMENT AND LEASE

Assignor:

Federal Deposit Insurance Corporation
c/o Continental Bank and Trust Company of Chicago,
Its Administrator
FDIC Asset Administration
231 South LaSalle Street
Chicago, IL 60697

Assignee:

Stratford/ABT Joint Venture
c/o American Barge and Towing
One East Fourth Street
Cincinnati, Ohio 45202

JUL 25 2 50 PM '88
MOTOR OPERATING UNIT
100 OFFICE OF THE STORE

PEDERSEN & HOUPT

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July 20, 1988
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LEASE

Lessor:

Shearson Equipment Investors
c/o Shearson Equipment Management Corporation
Suite 1401
521 Fifth Avenue
New York, New York 10175

Lessee:

North American Car Corporation
55 W. Monroe
Chicago, Illinois 60603

A description of the equipment covered by each said document follows:

Sixty-three (63) 4,750 cu. ft. covered hopper cars, with 100-ton trucks, of AAR Mechanical Designation "LO", bearing the following numbers:

487079-487108 (incl.)
487841
487844-487858 (incl.)
487967-487970 (incl.)
487972-487983 (incl.)
488031

The cars' present running numbers are the same as the aforesaid numbers, prefixed by the designation "NAHX" to identify North American Car Corporation as the lessee thereof, i.e.:

NAHX 487079-487108 (incl.)
NAHX 487841
NAHX 487844-487858 (incl.)
NAHX 487967-487970 (incl.)
NAHX 487972-487983 (incl.)
NAHX 488031

A fee of \$39.00 is enclosed. Please return an original of the document to the undersigned in the enclosed self-addressed stamped envelope.

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

Assignment between FDIC, assignor (address: c/o Continental Bank and Trust Company, FDIC Asset Administration, 231 South LaSalle Street, Chicago, IL 60697 and STRATFORD/ABT, assignee (address: c/o Stratford/ABT, David Ammon, One East Fourth Street, Cincinnati, Ohio 45202, dated as of July 20, 1988, and covering sixty-three (63) 4,750 cu. ft. covered hopper cars with 100-ton trucks.

Very truly yours,

STRATFORD/ABT

By 
Allan Nathan

RECORDATION NO. 13649-F FROM 1988

JUL 25 1988-2 45 PM

INTERSTATE COMMERCE COMMISSION

ASSIGNMENT (RE: RAILROAD CARS)

The FEDERAL DEPOSIT INSURANCE CORPORATION (the "FDIC"), for good and sufficient consideration, by these presents, does hereby grant, bargain, sell, convey, assign, transfer, set over and deliver unto the STRATFORD-ABT JOINT VENTURE, an Ohio joint venture ("Stratford-ABT"), all right, title, interest and claim of the FDIC in, to and in respect of the Security Agreement (Railroad Cars) and Assignment of Lease and Agreement described on Exhibit A hereto, covering the railroad cars described on Exhibit B hereto, and all other documents and instruments (including UCC Financing Statements of record covering such property or any part thereof) associated with or related to any of the foregoing, which instruments secure the payment of certain indebtedness as described therein and the interest thereon, and all of the FDIC's right, title and interest in and to the property described therein, and in and to all amounts which may now be or may hereafter become due and payable on account of such indebtedness, together with all of the rights, powers, privileges and remedies as a secured party thereunder.

This Assignment shall inure to the benefit of Stratford-ABT and its successors and assigns. This Assignment is absolute, unconditional and without recourse to the FDIC, except as

provided in Section 3.1 of the Purchase and Sale Agreement between the FDIC and Stratford-ABT, dated as of July 11, 1988.

IN WITNESS WHEREOF, the Federal Deposit Insurance Corporation has executed this Assignment (re: Railroad Cars) this 20th day of July, 1988.

FEDERAL DEPOSIT INSURANCE CORPORATION

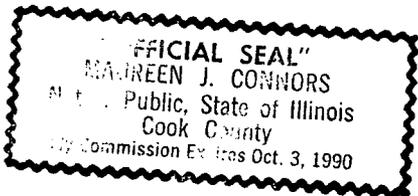
By: Continental Illinois National Bank and Trust Company of Chicago, Its Administrator

By *John Adler*
Its VICE PRESIDENT

STATE OF ILLINOIS)
 : SS:
COUNTY OF COOK)

On this 20th day of July, 1988, before me, a Notary Public in and for said State, personally appeared *Linda Swidler*, *Vice President* of Continental Illinois National Bank and Trust Company of Chicago, as Administrator for the Federal Deposit Insurance Corporation ("FDIC"), known to me to be the person who executed the foregoing instrument on behalf of the FDIC and acknowledged to me that he executed the same for the purposes stated therein.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal at my office in said County and State the day and year last above written.

(SEAL) 

Maureen J. Connors
Notary Public

My commission expires: _____

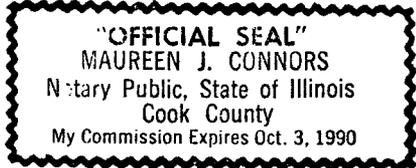


EXHIBIT A

1. Security Agreement (Railroad Cars), dated as of December 31, 1981, between Shearson Equipment Investors and Continental Illinois National Bank and Trust Company of Chicago ("CINB"), as recorded with the Interstate Commerce Commission on May 21, 1982, at 9:05 AM as Recordation No. 13643-B.

2. Assignment of Lease and Agreement dated as of December 31, 1981, covering a Lease Agreement (including a Rider thereof), dated as of December 17, 1981, between Shearson Equipment Investors and North American Car Corporation, which Assignment was recorded with the Interstate Commerce Commission on May 21, 1982, at 9:05 AM as Recordation No. 13643-A.

The interest of CINB in the foregoing was transferred to the FDIC by Assignment dated September 26, 1984, as recorded with the Interstate Commerce Commission on March 14, 1986 at 12:10 PM as Recordation No. 13643-D.

EXHIBIT B

Description of the Equipment:

Sixty-three (63) 4,750 cu. ft. covered hopper cars, with 100-ton trucks, of AAR Mechanical Designation "LO", bearing the following serial numbers:

487079-487108 (incl.),
487841,
487844-487858 (incl.),
487967-487970 (incl.),
487972-487983 (incl.),
488031