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6/15/86  
10.00  
Washington, D.C.

RECORDATION NO. 13318-B  
Filed 1425

June 3, 1986

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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 Republic National Leasing Corporation as lessor and Richmond Leasing Company as lessee - Recordation No. 13318

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. 13319, 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:

Two Hundred Fourteen (214) 100-ton, 4,750 cubic foot triple gate covered hopper cars bearing the following reporting marks and numbers:

DR 10271 through DR 10325, DR 10327 through DR 10427, KBSR 500062, KBSR 500063, KBSR 500068, KBSR 500069, KBSR 500071, KBSR 500072, KBSR 500075, KBSR 500131, KBSR 500133, KBSR 500134, KBSR 500139, KBSR 500140 through KBSR 500145, RTMX 8608 through RTMX 8638, RTMX 8640 through RTMX 8650.

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.

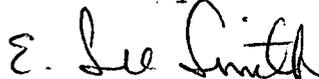
A short summary of the assignment to be included in the appropriate index follows:

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. 13318.

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

REGISTRATION NO. 13318-B Filed 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 Republic National Leasing Corporation, a Delaware 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 30<sup>th</sup> day of April, 1986.

CHEMCREDIT, INC.

By *John T. Deane*  
Title *Vice President*

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

On this 30<sup>th</sup> day of April, 1986, before me personally appeared Dieter Boshne 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. 31-4616764  
Qualified in New York County  
Commission Expires March 30, 1987

EXHIBIT A

DESCRIPTION OF EQUIPMENT

214 100-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 10271	DR 10318
DR 10272	DR 10319
DR 10273	DR 10320
DR 10274	DR 10321
DR 10275	DR 10322
DR 10276	DR 10323
DR 10277	DR 10324
DR 10278	DR 10325
DR 10279	DR 10327
DR 10280	DR 10328
DR 10281	DR 10329
DR 10282	DR 10330
DR 10283	DR 10331
DR 10284	DR 10332
DR 10285	DR 10333
DR 10286	DR 10334
DR 10287	DR 10335
DR 10288	DR 10336
DR 10289	DR 10337
DR 10290	DR 10338
DR 10291	DR 10339
DR 10292	DR 10340
DR 10293	DR 10341
DR 10294	DR 10342
DR 10295	DR 10343
DR 10296	DR 10344
DR 10297	DR 10345
DR 10298	DR 10346
DR 10299	DR 10347
DR 10300	DR 10348
DR 10301	DR 10349
DR 10302	DR 10350
DR 10303	DR 10351
DR 10304	DR 10352
DR 10305	DR 10353
DR 10306	DR 10354
DR 10307	DR 10355
DR 10308	DR 10356
DR 10309	DR 10357
DR 10310	DR 10358
DR 10311	DR 10359
DR 10312	DR 10360
DR 10313	DR 10361
DR 10314	DR 10362
DR 10315	DR 10363
DR 10316	DR 10364
DR 10317	

Reporting Marks and Nos.

DR 10365  
DR 10366  
DR 10367  
DR 10368  
DR 10369  
DR 10370  
DR 10371  
DR 10372  
DR 10373  
DR 10374  
DR 10375  
DR 10376  
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DR 10424  
DR 10425  
DR 10426  
DR 10427  
KBSR 500062  
KBSR 500063  
KBSR 500068  
KBSR 500069  
KBSR 500071  
KBSR 500072  
KBSR 500075  
KBSR 500131  
KBSR 500133  
KBSR 500134  
KBSR 500139  
KBSR 500140  
KBSR 500142  
KBSR 500143  
KBSR 500144  
KBSR 500145  
RTMX 8608  
RTMX 8609  
RTMX 8610  
RTMX 8611  
RTMX 8612  
RTMX 8613  
RTMX 8614  
RTMX 8615  
RTMX 8616  
RTMX 8617  
RTMX 8618  
RTMX 8619  
RTMX 8620  
RTMX 8621  
RTMX 8622

Reporting Marks and Nos.

RTMX 8623  
RTMX 8624  
RTMX 8625  
RTMX 8626  
RTMX 8627  
RTMX 8628  
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RTMX 8630  
RTMX 8631  
RTMX 8632  
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RTMX 8638  
RTMX 8640  
RTMX 8641  
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RTMX 8646  
RTMX 8647  
RTMX 8648  
RTMX 8649  
RTMX 8650