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

RECORDATION NO. 13320-B Filed 1425

June 3, 1986 JUN 5 1986 -2 10 PM

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 Mercantile Texas Capital Corporation as lessor and Richmond Leasing Company as lessee - Recordation No. 13320

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. 13321, 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 One (201) 100-ton, 4,750 cubic foot triple gate covered hopper cars bearing the following reporting marks and numbers:

DR 10506 through DR 10600, DR 10602 through DR 10652, KBSR 500028 through KBSR 500042, RTMX 8673 through RTMX 8712.

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.

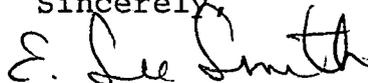
A short summary of the assignment to be included in the appropriate index follows:

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. 13320.

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 NO. 13350-8 Filed 1425

**JUN 5 1986 -2 10 PM**

ASSIGNMENT

INTERSTATE COMMERCE COMMISSION

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 Mercantile Texas Capital Corporation, a Texas 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. Malone*  
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 Boshme, 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

201 100-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 10506	DR 10551
DR 10507	DR 10552
DR 10508	DR 10553
DR 10509	DR 10554
DR 10510	DR 10555
DR 10511	DR 10556
DR 10512	DR 10557
DR 10513	DR 10558
DR 10514	DR 10559
DR 10515	DR 10560
DR 10516	DR 10561
DR 10517	DR 10562
DR 10518	DR 10563
DR 10519	DR 10564
DR 10520	DR 10565
DR 10521	DR 10566
DR 10522	DR 10567
DR 10523	DR 10568
DR 10524	DR 10569
DR 10525	DR 10570
DR 10526	DR 10571
DR 10527	DR 10572
DR 10528	DR 10573
DR 10529	DR 10574
DR 10530	DR 10575
DR 10531	DR 10576
DR 10532	DR 10577
DR 10533	DR 10578
DR 10534	DR 10579
DR 10535	DR 10580
DR 10536	DR 10581
DR 10537	DR 10582
DR 10538	DR 10583
DR 10539	DR 10584
DR 10540	DR 10585
DR 10541	DR 10586
DR 10542	DR 10587
DR 10543	DR 10588
DR 10544	DR 10589
DR 10545	DR 10590
DR 10546	DR 10591
DR 10547	DR 10592
DR 10548	DR 10593
DR 10549	DR 10594
DR 10550	DR 10595

Reporting Marks and Nos.

DR 10596	DR 10645
DR 10597	DR 10646
DR 10598	DR 10647
DR 10599	DR 10648
DR 10600	DR 10649
DR 10602	DR 10650
DR 10603	DR 10651
DR 10604	DR 10652
DR 10605	KBSR 500028
DR 10606	KBSR 500029
DR 10607	KBSR 500030
DR 10608	KBSR 500031
DR 10609	KBSR 500032
DR 10610	KBSR 500033
DR 10611	KBSR 500034
DR 10612	KBSR 500035
DR 10613	KBSR 500036
DR 10614	KBSR 500037
DR 10615	KBSR 500038
DR 10616	KBSR 500039
DR 10617	KBSR 500040
DR 10618	KBSR 500041
DR 10619	KBSR 500042
DR 10620	RTMX 8673
DR 10621	RTMX 8674
DR 10622	RTMX 8675
DR 10623	RTMX 8676
DR 10624	RTMX 8677
DR 10625	RTMX 8678
DR 10626	RTMX 8679
DR 10627	RTMX 8680
DR 10628	RTMX 8681
DR 10629	RTMX 8682
DR 10630	RTMX 8683
DR 10631	RTMX 8684
DR 10632	RTMX 8685
DR 10633	RTMX 8686
DR 10634	RTMX 8687
DR 10635	RTMX 8688
DR 10636	RTMX 8689
DR 10637	RTMX 8690
DR 10638	RTMX 8691
DR 10639	RTMX 8692
DR 10640	RTMX 8693
DR 10641	RTMX 8694
DR 10642	RTMX 8695
DR 10643	RTMX 8696
DR 10644	RTMX 8697

Reporting Marks and Nos.

RTMX 8698  
RTMX 8699  
RTMX 8700  
RTMX 8701  
RTMX 8702  
RTMX 8703  
RTMX 8704  
RTMX 8705  
RTMX 8706  
RTMX 8707  
RTMX 8708  
RTMX 8709  
RTMX 8710  
RTMX 8711  
RTMX 8712