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6/15/86
10.00
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June 2, 1986

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INTERSTATE COMMERCE COMMISSION

RECORDATION F.O. 13324/C
Filed 1425

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 Potomac Leasing Corporation as lessor and Richmond Leasing Company as lessee - Recordation No. 13324

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: B.J.O. Corp.
300 Jericho Quadrangle
Jericho, New York 11753

Pursuant to the assignment, Chemcredit, Inc. (secured party to a security agreement bearing the Recordation No. 13325) assigned and conveyed to B.J.O. Corp. all right,

title, interest, claims and demands of the lessor, in, to and under subleases related to the equipment covered by the equipment lease referenced above.

The equipment covered by this assignment includes the following:

One Hundred Seven (107) 100-ton, 4,750 cubic foot triple gate covered hopper cars bearing the following reporting marks and numbers:

DR 10193 through DR 10270, KBSR 500015 through KBSR 500019, KBSR 500119 through KBSR 500121, RTMX 8586 through RTMX 8594, RTMX 8596 through RTMX 8607.

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., 110 East 59th Street, New York, New York 10022, to B.J.O. Corp., 300 Jericho Quadrangle, Jericho, New York 11753, of rights under the equipment lease bearing Recordation No. 13324.

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
Enclosures

RECORDATION NO. 13324-C Filed 1425

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INTERSTATE COMMERCE COMMISSION

ASSIGNMENT

KNOWN 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 Potomac Leasing Company, 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 B.J.O. CORP., 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 rights, title, interest, claims, demands (collectively the "Rights") of the Debtor in, to and under the KBSR Lease, the Hooper-Myron Lease and the Texasgulf Lease (as such terms are defined in a certain Participation Agreement dated as of November 12, 1981 among the Debtor, as Owner, Chemical Business Credit Corporation as Lender, Richmond Tank Car Company as Guarantor, and Richmond Leasing Company as Lessee) and the Subleases (as such term is defined in Section 14(c) of a certain Equipment Lease dated as of November 12, 1981 between Debtor, as Lessor, and Richmond Leasing Company, as

Lessee), 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 Rights 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 30th day of April, 1986.

CHEMCREDIT, INC.

By *John P. ...*
Title *President*

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

On this 30th day of April, 1986, before me personally appeared Dieter Boshner 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