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RECORDATION NO. *6752-H* FILED 1425

APR 9 1993 11:15 AM

INTERSTATE COMMERCE COMMISSION
OF COUNSEL
URBAN A. LESTER

April 8, 1993

16

6752 -

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two duly executed and acknowledged copies of an Assignment of Lease, dated as of April 5, 1993, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to the Railroad Equipment dated as of September 1, 1972 which was duly filed with the Commission on September 27, 1972 under Recordation Number 6752-B

The name and address of the party to the enclosed document are:

Mercantile Bank of St. Louis
National Association
(f/k/a Mercantile Trust Company)
721 Locust Street
St. Louis, Missouri 63101

A description of the railroad equipment covered by the enclosed document is: boxcars cars bearing road marks and numbers SLSF 42100 - 42499 and covered hopper cars bearing road marks and numbers SLSF 78000 - 78199.

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Also enclosed is a check in the amount of \$16.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to Robert W. Alvord, Esq., Alvord and Alvord, 918 16th Street, N.W., Washington, D.C. 20006.

Very truly yours,


Robert W. Alvord

RWA/bg
Enclosures

APR 9 1993 11:15 AM

ASSIGNMENT OF LEASE

INTERSTATE COMMERCE COMMISSION

For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Mercantile Bank of St. Louis National Association, a national banking association formerly known as Mercantile Trust Company N.A. (the "Assignor"), hereby sells, assigns, transfers and sets over unto RESIDUAL BASED FINANCE CORPORATION, an Illinois corporation (the "Assignee"), all of its right, title and interest in and to that certain Lease of Railroad Equipment Agreement dated as of September 1, 1972 between Assignor, as lessor thereunder, and Burlington Northern Railroad Company, a Delaware corporation, successor to St. Louis-San Francisco Railway Company, as lessee thereunder, originally recorded with the Interstate Commerce Commission ("ICC") under recordation no. 6752-B on September 27, 1972, as amended by that certain Amendment dated as of October 1, 1972 between Assignor and such lessee, recorded with the ICC under recordation number 6752-C on October 27, 1972 (the "Lease").

Except as otherwise specifically set forth herein or in the Purchase Agreement dated as of January 1, 1993 between Assignor and Assignee, the assignment set forth herein is made without warranty or representation of any kind or type whatsoever.

Assignor hereby authorizes the recordation of this Assignment and hereby agrees to execute such further documentation as Assignee may reasonably request in order to carry out the purpose of this Assignment.

IN WITNESS WHEREOF, the undersigned pursuant to due corporate authority, has caused this instrument to be duly executed in its corporate name by its officer thereunto duly authorized, all as of the date written below.

Dated as of: April 5, 1993

MERCANTILE BANK OF ST. LOUIS
NATIONAL ASSOCIATION, f/k/a
MERCANTILE TRUST COMPANY N.A.

By: [Signature]
Title: Vice President

Accepted as of _____, 1993:

RESIDUAL BASED FINANCE CORPORATION

By: _____
Title: _____

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this ____ day of _____, 1993, before me personally appeared Vincent A. Kolber, to me personally known, who, being by me duly sworn, says that he is President of Residual Based Finance Corporation, that the foregoing 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.

Notary Public

My commission expires _____

STATE OF MISSOURI)
) SS
CITY OF ST. LOUIS)

On this 5th day of April, 1993, before me personally appeared David L. Langley, to me personally known, who, being by me duly sworn, did say that he is the Vice President of Mercantile Bank of St. Louis National Association, a national banking association, and that the foregoing instrument was signed on behalf of said association by authority of its Board of Directors, and said David L. Langley acknowledged said instrument to be the free act and deed of said association.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the City and State aforesaid, the day and year first above written.

Laura A. McKinnon
Notary Public

[SEAL]
LAURA A. MCKINNON
NOTARY PUBLIC — STATE OF MISSOURI
COUNTY OF ST. LOUIS
MY COMMISSION EXPIRES APRIL 26, 1995