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May 18, 1992

RECORDED 97450
MAY 21 1992 - 10 05 AM
INTERSTATE COMMERCE COMMISSION

2-142A002

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Attention: Document for recordation

Dear Secretary:

I have enclosed two original counterparts of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is an Assignment of a Lease dated July 15, 1978 as amended by a certain letter agreement dated November 2, 1978, a secondary document, dated May 1, 1992.

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

Lessor: Richmond, Fredericksburg and Potomac Railroad Company, P. O. Box 11282, Richmond, Virginia 23230.

Lessee: Rex Railway, Inc., 616 Palisade Avenue, Englewood Cliffs, New Jersey 07632.

Assignor: Richmond, Fredericksburg and Potomac Railroad Company, P. O. Box 11282, Richmond, Virginia 23230.

Assignee: Interail, Inc., One Foxfield Square, Suite 200, St. Charles, Illinois 60174.

A description of the equipment covered by the document follows:

One hundred Eight two (182) 100 ton 4750 cubic ft. standard covered hopper railcars with railroad car marks CAGY 300 through CAGY 317, inclusive; CAGY 319 through CAGY 330, inclusive; GBW 200 through GBW 209, inclusive; HS 20131; HS 20132: RREX 4102 through RREX 4106, inclusive;

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RREX 4108; RREX 4109; RREX 4113 through RREX 4120, inclusive; RREX 4122; RREX 4127; RREX 4128; RREX 4130; RREX 4131; RREX 4135; RREX 4138; RREX 4139; RREX 4141; RREX 4142; RREX 4144; RREX 4149; RREX 4152; RREX 4154; RREX 4156; RREX 4157; RREX 4161; RREX 4162; RREX 4164; RREX 4165; RREX 4168; RREX 4172; RREX 4174; RREX 4178 through RREX 4180, inclusive; RREX 4183; RREX 4185; RREX 4186; RREX 4188; RREX 4192; RREX 4193; RREX 4195 through RREX 4197, inclusive; RREX 4199; RREX 4200 through RREX 4206, inclusive; RREX 4208 through RREX 4213, inclusive; RREX 4216; RREX 4220; RREX 4222; RREX 4223; RREX 4225 through RREX 4227, inclusive; RREX 4230; RREX 4232 through RREX 4255, inclusive; and TBER 5000 through TBER 5023, inclusive.

A recording fee of \$16.00 is enclosed. Please return one of the original counterparts stamped with the recording information to me.

A short summary of the document follows: Assignment from Richmond, Fredericksburg and Potomac Railroad Company, as Assignor, P. O. Box 11282, Richmond, Virginia 23230 to Interail, Inc., as Assignee, One Foxfield Square, Suite 200, St. Charles, Illinois 60174, of the a Lease dated July 15, 1978 which was filed and recorded with the Interstate Commerce Commission pursuant to the Interstate Commerce Act, 49 U.S.C. Section 11303 on the 6th day of October, 1978, Recordation no. 9745-B and which further describes the Equipment covered by that Lease, as such Lease was amended by a certain letter agreement dated November 2, 1978 between Richmond, Fredericksburg and Potomac Railroad Company, as Lessor, P. O. Box 11282, Richmond, Virginia 23230 and Rex Railway, Inc., as Lessee, 616 Palisade Avenue, Englewood Cliffs, New Jersey 07632 covering the leasing of One Hundred Sixty Two (162) covered hopper rail cars with railroad car marks CAGY 300 through CAGY 317, inclusive; CAGY 319 through CAGY 330, inclusive; GBW 200 through GBW 209, inclusive; HS 20131; HS 20132; RREX 4102 through RREX 4106, inclusive; RREX 4108; RREX 4109; RREX 4113 through RREX 4120, inclusive; RREX 4122; RREX 4127; RREX 4128; RREX 4130; RREX 4131; RREX 4135; RREX 4138; RREX 4139; RREX 4141; RREX 4142; RREX 4144; RREX 4149; RREX 4152; RREX 4154; RREX 4156; RREX 4157; RREX 4161; RREX 4162; RREX 4164; RREX 4165; RREX 4168; RREX 4172; RREX 4174; RREX 4178 through RREX 4180, inclusive; RREX 4183; RREX 4185; RREX 4186; RREX 4188; RREX 4192; RREX 4193; RREX 4195 through RREX 4197, inclusive; RREX 4199; RREX 4200 through RREX 4206, inclusive; RREX 4208 through RREX 4213, inclusive; RREX 4216; RREX 4220; RREX 4222; RREX 4223; RREX 4225 through RREX 4227, inclusive; RREX 4230; RREX 4232 through RREX 4255, inclusive; and TBER 5000 through TBER 5023, inclusive.

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I am an attorney for the Assignee. Please call me at (316) 261-5311 if you have any questions.

Thank you very much.

Sincerely yours,

EDMUND R. LEARNED, P.A.

By

Edmund R. Learned

ERL/ms

RECORDATION NO. 9745-1 FILED 1423

MAY 21 1992 10 05 AM

INTERSTATE COMMERCE COMMISSION



ASSIGNMENT OF
LEASE OF RAILROAD EQUIPMENT
dated July 15, 1978
as amended by a certain letter amendment
dated November 2, 1978

BETWEEN

RICHMOND, FREDERICKSBURG AND POTOMAC RAILROAD COMPANY,
as Lessor

AND

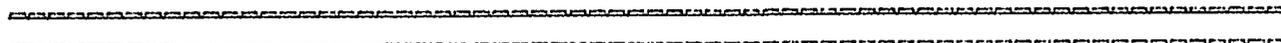
REX RAILWAY, INC.,
as Lessee

FROM

RICHMOND, FREDERICKSBURG AND POTOMAC RAILROAD COMPANY,
as Assigor

TO

INTERAIL, INC.,
as Assignee



Filed and recorded with the Interstate Commerce Commission
pursuant to the Interstate Commerce Act, 49 U.S. C. §11303 on
the _____ of December, 1990, at _____ .m.,
Recordation No. _____.

ASSIGNMENT AND ASSUMPTION

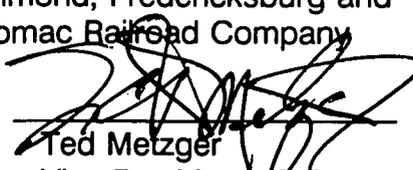
KNOW ALL MEN BY THESE PRESENTS that Richmond, Fredericksburg and Potomac Railroad Company, a Virginia corporation (the "Seller"), pursuant to that certain Purchase and Sales Agreement dated April 17, 1992 between Seller and Interail, Inc., a Kansas corporation (the "Buyer"), the terms and conditions of which are incorporated herein by this reference as if fully set forth herein, sells, assigns, transfers and conveys unto Buyer all of Seller's right, title, interest, obligations and liabilities involving the railroad cars bearing car marks set forth on the attached Schedule 1 and made a part hereof contained in that certain Lease of Railroad Equipment dated July 15, 1978 between Seller and Rex Railways, Inc., a New Jersey corporation, as amended by that certain letter dated November 2, 1978; all of Seller's interest, if any, in all subleases entered into by Rex Railways, Inc. with respect to the Railcars; and that certain Guaranty Agreement dated July 15, 1978 between Assignor and Rex-Noreco, Inc., a New Jersey corporation (the "Agreements").

The Buyer hereby accepts the assignment herein made, assumes Seller's liabilities and obligations under the Agreements assigned hereunder from and after the effective date of this instrument and agrees to be bound by the terms and provisions thereof, to the same extent and in the same manner as if Buyer were originally a party thereto. Seller shall have no further obligations or liabilities under or in connection with the Railcars or the Agreements being assigned hereunder.

IN WITNESS WHEREOF, this instrument has been executed as of and effective on the 1st day of May, 1992.

Richmond, Fredericksburg and
Potomac Railroad Company

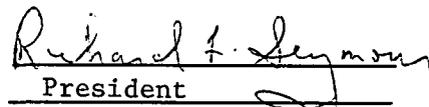
By: _____


Ted Metzger

Vice President of Finance

Interail, Inc.

By: _____


Richard F. Seymour,
Its: President

Richard F. Seymour,

STATE OF Virginia)
COUNTY OF Richmond)

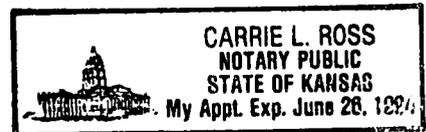
On the 1st day of May, 1992 before me personally appeared Ted R. Metzger personally known to me to be the person who executed the within Instrument as Vice President of RFP Railroad Corp. and acknowledged to me that the corporation by Ted R. Metzger executed it.

Barbara P. Courtney
Notary Public

STATE OF Kansas)
COUNTY OF Sedgewick)

On the 8th day of May, 1992 before me personally appeared Richard F. Seymour personally known to me to be the person who executed the within Instrument as President of Interail, Inc. and acknowledged to me that the corporation by Richard F. Seymour executed it.

Carrie L. Ross
Notary Public



SCHEDULE 1

List of road numbers for one hundred sixty-two (162) covered
hopper rail cars

CAGY	300
CAGY	301
CAGY	302
CAGY	303
CAGY	304
CAGY	305
CAGY	306
CAGY	307
CAGY	308
CAGY	309
CAGY	310
CAGY	311
CAGY	312
CAGY	313
CAGY	314
CAGY	315
CAGY	317
CAGY	319
CAGY	320
CAGY	321
CAGY	322
CAGY	323
CAGY	324
CAGY	325
CAGY	326
CAGY	327
CAGY	328
CAGY	329
CAGY	330
GBW	200
GBW	201
GBW	202
GBW	203
GBW	204
GBW	205
GBW	206
GBW	207
GBW	208
GBW	209
HS	20131
HS	20132
CAGY	316
RREX	4102
RREX	4103

RREX	4104
RREX	4105
RREX	4106
RREX	4108
RREX	4109
RREX	4113
RREX	4114
RREX	4115
RREX	4116
RREX	4117
RREX	4118
RREX	4119
RREX	4120
RREX	4122
RREX	4127
RREX	4128
RREX	4130
RREX	4131
RREX	4135
RREX	4138
RREX	4139
RREX	4141
RREX	4142
RREX	4144
RREX	4149
RREX	4152
RREX	4154
RREX	4156
RREX	4157
RREX	4161
RREX	4162
RREX	4164
RREX	4165
RREX	4168
RREX	4172
RREX	4174
RREX	4178
RREX	4179
RREX	4180
RREX	4183
RREX	4185
RREX	4186
RREX	4188
RREX	4192
RREX	4193
RREX	4195
RREX	4196
RREX	4197
RREX	4199

RREX	4205
RREX	4200
RREX	4201
RREX	4202
RREX	4203
RREX	4204
RREX	4206
RREX	4208
RREX	4209
RREX	4210
RREX	4211
RREX	4212
RREX	4213
RREX	4216
RREX	4220
RREX	4222
RREX	4223
RREX	4225
RREX	4226
RREX	4227
RREX	4230
RREX	4232
RREX	4233
RREX	4234
RREX	4235
RREX	4236
RREX	4237
RREX	4238
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RREX	4242
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RREX	4244
RREX	4245
RREX	4246
RREX	4247
RREX	4248
RREX	4249
RREX	4250
RREX	4251
RREX	4252
RREX	4253
RREX	4254
RREX	4255
TBER	5000
TBER	5001
TBER	5002
TBER	5003
TBER	5004

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