

SEP 9 1995 9 05 AM

INTERSTATE COMMERCE COMMISSION

**ASSIGNMENT OF LEASE**

For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, CYPRESS EQUIPMENT FUND, LTD., a Florida limited partnership (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 (i) that certain Equipment Lease Agreement dated as of March 31, 1975 between Assignor, as assignee of Steiner Sea, Air & Rail Co., as lessor thereunder, and Celtran, Inc., a Delaware corporation, as assignee of Hoechst Celanese Corporation ("Hoechst"), a Delaware corporation and successor by merger to Celanese Corporation, as lessee thereunder, originally recorded with the Interstate Commerce Commission ("ICC") under recordation no. 7883 on April 2, 1975, as amended by that certain Amendment dated as of June 30, 1995 between Assignor and Hoechst (the "Lease"); and (ii) the other Assigned Documents (as defined in the hereinafter referenced Purchase Agreement).

Except as otherwise specifically set forth herein or in the Purchase Agreement dated as of August 31, 1995 between Assignor and Assignee (the "Purchase Agreement"), the assignment set forth herein is made without warranty or representation of any kind or type whatsoever. Assignor warrants that it has good and marketable title to the interest of the lessor under the Lease and the other Assigned Documents free and clear of all liens (other than Permitted Encumbrances, as defined in the Purchase Agreement).

Assignee hereby irrevocably assumes and agrees to perform all the obligations Assignor under the Lease arising on or after the date hereof.

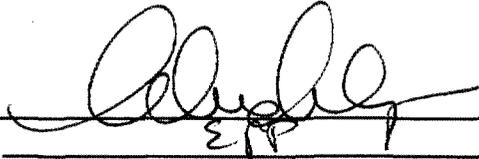
Assignor hereby authorizes the recordation of this Assignment and hereby agrees to execute such further documentation as Assignee may reasonably request in order to carry out the purpose of this Assignment.

**IN WITNESS WHEREOF**, the undersigned have executed this instrument as of the date first written below.

Dated as of the 31<sup>st</sup> day of August, 1995.

**CYPRESS EQUIPMENT FUND, LTD.,**

By: Cypress Equipment Management Corporation, its  
general partner

By:   
Title: \_\_\_\_\_

**RESIDUAL BASED FINANCE CORPORATION**

By:   
Title: President

STATE OF ILLINOIS )  
 ) SS  
COUNTY OF COOK )

On this 31<sup>st</sup> day of August, 1995, 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.

Gail Nightingale  
Notary Public

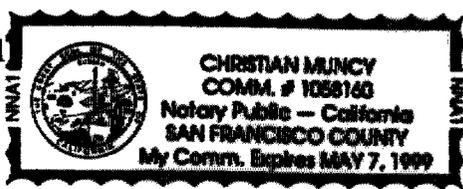
My commission expires July 11, 1997



State of California )  
 ) SS  
County of San Francisco )

The foregoing instrument was acknowledged before me this 24 day of August, 1995 by Alex Anthony Nasser, \_\_\_\_\_ of Cypress Equipment Management Corporation, a California corporation and the general partner of Cypress Equipment Fund, Ltd., a Florida limited partnership, on behalf of such partnership.

[Notarial Seal]



Christian Muncy  
Notary Public

My commission expires: May 7, 1999