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MAY 29 1991 - 1 50 PM

INTERSTATE COMMERCE COMMISSION

1-149A061

\$30

May 29, 1991

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

17351
RECORDATION NO. FILED 1991

New Number

MAY 29 1991 - 1 50 PM

- A-21425

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INTERSTATE COMMERCE COMMISSION

SSION

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) copies of a Railcar Lease Agreement dated as of January 1, 1989, a primary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed document are:

- Lessor/Assignor: Chemical Bank
277 Park Avenue
New York, New York
- Lessee: The Detroit Edison Company
6200 West Warren Street
Detroit, Michigan 48210
- Assignee: Residual Based Finance Corporation
Three First National Plaza
Chicago, Illinois 60602

A description of the railroad equipment covered by the enclosed document is set forth in Exhibit A attached hereto and made a part hereof.

Also enclosed is a check in the amount of \$30 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return stamped copies of the enclosed document to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

Charles T. Kappler

Mr. Sidney L. Strickland, Jr.
May 29, 1991
Page Two

A short summary of the enclosed documents to appear in the Commission's Index is:

Railcar Lease Agreement dated as of January 1, 1989 between Chemical Bank, Lessor, and The Detroit Edison Company, Lessee, and an Assignment of Lease dated April 25, 1990 from Chemical Bank, Assignor, to Residual Based Finance Corporation, Assignee, covering railcars bearing DEEX reporting marks and numbers.

Very truly yours,


Charles T. Kappler

CTK/bg
Enclosures

17351/A

MAY 29 1991 -1 50 PM

INTERSTATE COMMERCE COMMISSION

ASSIGNMENT OF LEASE

For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Chemical Bank, a New York banking corporation (the "Assignor"), hereby sells, assigns, transfers and sets over unto RESIDUAL BASED FINANCE CORPORATION (the "Assignee"), all of its right, title and interest in and to that certain Railcar Lease Agreement (the "Lease") dated January 1, 1989, between Assignor as lessor and The Detroit Edison Company, a Michigan corporation.

Assignor hereby represents and warrants that Schedule A hereto is a true and correct list of the road numbers which have been assigned to all of the Equipment covered under the Lease.

Except as otherwise specifically set forth herein or in the Purchase Agreement of even date herewith between Assignor and Assignee, the assignment set forth herein is made without recourse, 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, and the undersigned signatory hereby declares pursuant to 28 U.S.C. 1746 under penalty of perjury that the foregoing is a true and correct document and was executed on the date indicated below its signature.

Chemical Bank

By: *Nancy Gallagher-Kell*
Title: VP
Executed on April 25, 1990.

Accepted:

Residual Based Finance Corporation

By: *James R. [Signature]*
Title: President
Executed on April 25, 1990

SCHEDULE A

<u>Description</u>	<u>No. of Cars</u>	<u>Car Markings</u>
125 Ton 5160 cubic foot, aluminum bodied, steel underframe high side rotary dump gondola cars	99	DEEX 1081 2142 1083 2146 1086 2148-49 1088 2153 1091-94 3076 1096-98 3078 1100-02 3081-83 1109-10 3085-90 1112 3093 1116 3096-98 1118-19 3104 1121 3108-09 1126-27 3111-12 1130-32 3117 1135-37 3120 1142-43 3123 1145 3125-26 1148-49 3128 1151 3130 1153 3134 2084 3135 2086-87 3136 2089 3139 2092-93 2095 2097 2100 2105 2107-08 2110-13 2118-19 2125-27 2133 2135-37 2139-40