

**GATX**

1-182A087

GATX CORPORATION

120 SOUTH RIVERSIDE PLAZA  
CHICAGO, IL 60606-3998  
312-621-6200  
FAX 312-621-6646

RECORDATION NO. 14159-B FILED 1991

LAW DEPARTMENT

JUL 1 1991 -3 10 PM

INTERSTATE COMMERCE COMMISSION

July 1, 1991

Secretary of the Interstate  
Commerce Commission  
Washington, DC 20006

RECORDATION NO. 14159-A FILED 1991

RE: Solvay Polymers, Inc.  
(formerly Soltex Polymer Corporation)  
Railroad Equipment Lease Agreement

JUL 1 1991 -3 10 PM

INTERSTATE COMMERCE COMMISSION

Gentlemen:

Enclosed herewith are two signed and one Xerox copy each of an Assignment and Assumption Agreement dated as of June 28, 1991, assigning the above referenced Lease and a Bill of Sale of the same date transferring the railroad cars covered by the above Lease, together with two checks for \$15.00 each to cover the filing and recordation fees.

The railroad equipment covered by the enclosed consists of railroad cars described in the aforementioned documents (railroad cars of various AAR, DOT and ICC classifications) and the road numbers of such cars are listed in said documents.

The Lease was first recorded in the office of the Secretary of the Interstate Commerce Commission on September 16, 1983, under Recordation No. 14159.

The names and addresses of the parties referred to in said agreements are:

PLM Transportation Equipment Corp.  
One Market Plaza  
Steuart Street Tower  
San Francisco, CA 94105  
Attention: Michael A. Bull

General American Transportation Corporation  
120 South Riverside Plaza  
Chicago, IL 60606  
Attention: John T. Bonk

Please return one stamped original and one stamped copy. If you have any questions, feel free to call me at (312) 621-4578.

Very truly yours,

John Levin

*[Handwritten signatures and initials on the left margin]*

7/1/91

**Interstate Commerce Commission**  
Washington, D.C. 20423

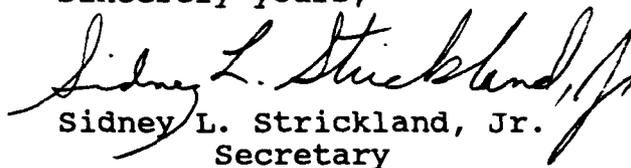
OFFICE OF THE SECRETARY

John Levin  
GATX Corporation  
120 Riverside Plaza  
Chicago, Illinois

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/1/91 at 3:10pm, and assigned recordation number(s). 14159-A & 14159-B

Sincerely yours,

  
Sidney L. Strickland, Jr.  
Secretary

14159A

JUL 1 1991 - 3 10 PM

ASSIGNMENT AND ASSUMPTION AGREEMENT INTERSTATE COMMERCE COMMISSION

This Assignment and Assumption Agreement ("Assignment and Assumption Agreement") is made as of this 28<sup>th</sup> day of June, 1991, by and among PLM Transportation Equipment Corporation, a California corporation ("TEC"), and General American Transportation Corporation, a New York Corporation ("GATC"). All capitalized terms used and not otherwise defined in this Assignment and Assumption Agreement shall have the meanings ascribed to them in the "Sales Agreement", as hereinafter defined.

WHEREAS, Greyhound Financial Corporation (formerly Greyhound Leasing and Financial Corporation ["Greyhound"]), as lessor has heretofore entered into that certain Railroad Equipment Lease Agreement ("Lease") dated as of August 16, 1983 (ICC #14159), as supplemented by the Supplement 1 and Rider No. 1, both as of August 16, 1983 with Solvay Polymer, Inc. (formerly Soltex Polymer Corporation ["Lessee"]) pursuant to which Greyhound as lessor leased to Lessee, and Lessee leased from Greyhound, certain railroad equipment (hereinafter the "Equipment") more fully described in Schedule 1 attached hereto (Equipment as defined herein, represents only the railroad equipment that currently exists under the Lease as of this date.)

WHEREAS, Greyhound has sold and assigned the Lease and Equipment to TEC pursuant to an Asset Purchase Agreement dated June 28, 1991 and Assignment and Assumption Agreement dated June 28, 1991;

WHEREAS, TEC has sold the Lease and Equipment to GATC pursuant to a Sales Agreement dated June 28, 1991 ("Sales Agreement"); and

WHEREAS, to effectuate the purchase of the Equipment, GATC requested, and TEC agreed that, TEC would assign the Lease to GATC.

NOW, THEREFORE, for and in consideration of the premises and the mutual covenants contained herein, TEC and GATC agree as follows:

1. TEC hereby assigns, sells and transfers the Lease to GATC.
2. GATC hereby assumes the Lease and all lessor obligations thereunder from the date hereof.
3. By this Assignment and Assumption Agreement, TEC represents and GATC acknowledges that only the Lease is being assigned by TEC and assumed by GATC, and that this document does not represent, expressly or impliedly, the assignment or assumption of any other agreement.

4. TEC shall in no way be deemed to guarantee the receipt of any rent due GATC after the date hereof under the Lease except as provided in the Agreement.

5. TEC hereby expressly authorizes GATC to furnish Lessee with, and authorizes the Lessee to follow, such directions relative to the payment of all sums which become payable under the Lease subsequent to the date hereof as GATC shall deem appropriate.

6. TEC hereby authorizes GATC to delete or cause the deletion of any reference to "Greyhound Financial Corporation, Owner Lessor," "Greyhound Leasing and Financial Corporation, Owner Lessor," or "PLM Transportation Equipment Corporation, Owner Lessor" from any markings placed upon any Unit of Equipment (as defined in the Lease) pursuant to Section 17 of the Lease.

7. GATC shall, at its sole cost and expense, cause this Assignment and Assumption Agreement to be filed and recorded with the Interstate Commerce Commission in accordance with Section 11303 of the Interstate Commerce Act.

8. This Assignment and Assumption Agreement shall inure to the benefit of, and shall be binding upon, GATC and TEC and their respective successors and assigns.

9. Amendments to this Assignment and Assumption Agreement may be made only by an instrument or instruments in writing signed by GATC and TEC.

IN WITNESS WHEREOF, GATC and TEC have executed and delivered this Assignment and Assumption Agreement on the day and year first above written.

PLM TRANSPORTATION EQUIPMENT CORPORATION

By: Michael A. Butte  
Name: Michael A. Butte  
Title: V.P.

GENERAL AMERICAN TRANSPORTATION CORPORATION

By: John T. Bonk  
Name: John T. Bonk  
Title: Vice President

State of CALIFORNIA )  
 )ss  
County of SAN FRANCISCO )

On this 21<sup>st</sup> day of June, 1991, before me, personally appeared Michael A. Buhe, to me personally known, who, being by me duly sworn, says that he is a                      Vice President of PLM TRANSPORTATION CORPORATION, and that said instrument was on June 21<sup>st</sup>, 1991, signed 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.

Anikka L. Greaves  
Notary Public

My Commission Expires:

February 3, 1995

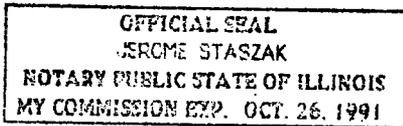


State of Illinois )  
 )ss  
County of Cook )

On this 26<sup>th</sup> day of June, 1991, before me personally appeared John T. Bonik, to me personally known, who, being by me duly sworn, says that he is a                      Vice President of GENERAL AMERICAN TRANSPORTATION CORPORATION, and that said instrument was on June 26, 1991, signed 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.

Jerome Staszak  
Notary Public

My Commission Expires:



SCHEDULE 1

One Hundred Thirty Five (135) ACF 5,250 cubic foot, dry flow bottom dump hopper railcars subject to the Lease Agreement dated August 16, 1983 (ICC #14159), as supplemented by the Supplement 1 and Rider No. 1, both as of August 16, 1983, between Greyhound Financial Corporation (formerly known as Greyhound Leasing and Financial Corporation) and Solvay Polymers, Inc. (formerly Soltex Polymer Corporation).

CSPX 5420 - ELTX 300	CSPX 5840 - ELTX 341	CSPX 7033 - ELTX 382
CSPX 5334 - ELTX 301	CSPX 5841 - ELTX 342	CSPX 7034 - ELTX 383
CSPX 5417 - ELTX 302	CSPX 5842 - ELTX 343	CSPX 7035 - ELTX 384
CSPX 5466 - ELTX 303	CSPX 5843 - ELTX 344	CSPX 7036 - ELTX 385
CSPX 5513 - ELTX 304	CSPX 5844 - ELTX 345	CSPX 7037 - ELTX 386
CSPX 5543 - ELTX 305	CSPX 5845 - ELTX 346	CSPX 7038 - ELTX 387
CSPX 5723 - ELTX 306	CSPX 5846 - ELTX 347	CSPX 7039 - ELTX 388
CSPX 5782 - ELTX 307	CSPX 5847 - ELTX 348	CSPX 7040 - ELTX 389
CSPX 5807 - ELTX 308	CSPX 7000 - ELTX 349	CSPX 7041 - ELTX 390
CSPX 5808 - ELTX 309	CSPX 7001 - ELTX 350	CSPX 7042 - ELTX 391
CSPX 5809 - ELTX 310	CSPX 7002 - ELTX 351	CSPX 7043 - ELTX 392
CSPX 5810 - ELTX 311	CSPX 7003 - ELTX 352	CSPX 7044 - ELTX 393
CSPX 5811 - ELTX 312	CSPX 7004 - ELTX 353	CSPX 7045 - ELTX 394
CSPX 5812 - ELTX 313	CSPX 7005 - ELTX 354	CSPX 7046 - ELTX 395
CSPX 5813 - ELTX 314	CSPX 7006 - ELTX 355	CSPX 7047 - ELTX 396
CSPX 5814 - ELTX 315	CSPX 7007 - ELTX 356	CSPX 7048 - ELTX 397
CSPX 5815 - ELTX 316	CSPX 7008 - ELTX 357	CSPX 7049 - ELTX 398
CSPX 5816 - ELTX 317	CSPX 7009 - ELTX 358	CSPX 7050 - ELTX 399
CSPX 5817 - ELTX 318	CSPX 7010 - ELTX 359	CSPX 7051 - ELTX 400
CSPX 5818 - ELTX 319	CSPX 7011 - ELTX 360	CSPX 7052 - ELTX 401
CSPX 5819 - ELTX 320	CSPX 7012 - ELTX 361	CSPX 7053 - ELTX 402
CSPX 5820 - ELTX 321	CSPX 7013 - ELTX 362	CSPX 7054 - ELTX 403
CSPX 5821 - ELTX 322	CSPX 7014 - ELTX 363	CSPX 7055 - ELTX 404
CSPX 5822 - ELTX 323	CSPX 7015 - ELTX 364	CSPX 7056 - ELTX 405
CSPX 5823 - ELTX 324	CSPX 7016 - ELTX 365	CSPX 7057 - ELTX 406
CSPX 5824 - ELTX 325	CSPX 7017 - ELTX 366	CSPX 7058 - ELTX 407
CSPX 5825 - ELTX 326	CSPX 7018 - ELTX 367	CSPX 7059 - ELTX 408
CSPX 5826 - ELTX 327	CSPX 7019 - ELTX 368	CSPX 7060 - ELTX 409
CSPX 5827 - ELTX 328	CSPX 7020 - ELTX 369	CSPX 7061 - ELTX 410
CSPX 5828 - ELTX 329	CSPX 7021 - ELTX 370	CSPX 7062 - ELTX 411
CSPX 5829 - ELTX 330	CSPX 7022 - ELTX 371	CSPX 7063 - ELTX 412
CSPX 5830 - ELTX 331	CSPX 7023 - ELTX 372	CSPX 7064 - ELTX 413
CSPX 5831 - ELTX 332	CSPX 7024 - ELTX 373	CSPX 7065 - ELTX 414
CSPX 5832 - ELTX 333	CSPX 7025 - ELTX 374	CSPX 7066 - ELTX 415
CSPX 5833 - ELTX 334	CSPX 7026 - ELTX 375	CSPX 7067 - ELTX 416
CSPX 5834 - ELTX 335	CSPX 7027 - ELTX 376	CSPX 7068 - ELTX 417
CSPX 5835 - ELTX 336	CSPX 7028 - ELTX 377	CSPX 7069 - ELTX 418
CSPX 5836 - ELTX 337	CSPX 7029 - ELTX 378	CSPX 7070 - ELTX 419
CSPX 5837 - ELTX 338	CSPX 7030 - ELTX 379	CSPX 7071 - ELTX 420
CSPX 5838 - ELTX 339	CSPX 7031 - ELTX 380	CSPX 7072 - ELTX 421
CSPX 5839 - ELTX 340	CSPX 7032 - ELTX 381	CSPX 7073 - ELTX 422

CSPX 7074 - ELTX 423
CSPX 7075 - ELTX 424
CSPX 7076 - ELTX 425
CSPX 7077 - ELTX 426
CSPX 7078 - ELTX 427
CSPX 7079 - ELTX 428
CSPX 7080 - ELTX 429
CSPX 7081 - ELTX 430
CSPX 7082 - ELTX 431
CSPX 7083 - ELTX 432