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INTERSTATE COMMERCE COMMISSION  
ELIAS ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

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\*ALSO ADMITTED IN NEW YORK  
\*ALSO ADMITTED IN MARYLAND

11445-D  
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INTERSTATE COMMERCE COMMISSION

January 16, 1990

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INTERSTATE COMMERCE COMMISSION

Ms. Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are an original and a verified true copy of a) an Assignment and Assumption Agreement dated as of January 12, 1990 between Railway Marketing Corporation, Assignor, and American Rail & Marine Corp, Assignee, and 2) an Assignment and Assumption Agreement dated as of January 12, 1990 between American Rail & Marine Corp, Assignor, and Citicorp Railmark, Inc., Assignee, and a Consent to Assignment dated January 5, 1990 executed by the American Cyanamid Company, secondary documents as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The enclosed documents relate to the Lease dated as of January 15, 1980 between Railway Marketing Corporation, Lessor, and American Cyanamid Company, Lessee, which was recorded on February 1, 1980 under Recordation Number 11445.

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

Railway Marketing Corporation  
Route 4, P.O. Box 220  
Crystal River, Florida 32625

American Rail & Marine Corp.  
575 Madison Avenue  
New York, N.Y. 10022

*Counterparts - CT/Kappler*

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Ms. Noreta R. McGee  
January 16, 1990  
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Citicorp Railmark, Inc.  
601 Midland Avenue  
Rye, New York 10580

American Cyanamid Company  
1 Cyanamid Plaza  
Wayne, New Jersey 07470

A description of the railroad equipment covered by the enclosed documents is:

50 100-ton, 4750 cubic foot covered hopper cars originally marked MBFX 4925 - MBFX 4974, and now marked FMLX 45400 - FMLX 45415, BN 459823 - BN 459850 and MBFX 4925, 4928, 4931, 4932, 4950 and 4960.

Also enclosed is a check in the amount of \$45 payable to the order of the Interstate Commerce Commission covering the required recordation fees.

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

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

Assignment and Assumption Agreements each dated as of January 12, 1990 between Rail Marketing Corporation and American Rail & Marine Corp. ("ARMC"), and ARMC and Citicorp Railmark, Inc., and Consent to Assignment dated January 5, 1990 executed by American Cyanamid Company, covering 50 covered hopper cars.

Very truly yours,

  
Charles T. Kappler

Enclosures

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CONSENT TO ASSIGNMENT

American Cyanamid Company (the "Lessee") has leased certain equipment from Railway Marketing Corporation (the "Lessor") pursuant to a lease dated as of January 15, 1980 and recorded with the Interstate Commerce Commission on February 1, 1980, Recordation No. 11445 (the "Lease"). The Lessee hereby irrevocably consents to the assignment of the Lease (whether for security purposes or otherwise) by the Lessor to American Rail & Marine Corp. ("American") and to the assignment of the Lease (whether for security purposes or otherwise) by American to Citicorp Railmark, Inc.

IN WITNESS WHEREOF, the Lessee has hereunto executed this Consent by a duly authorized individual.

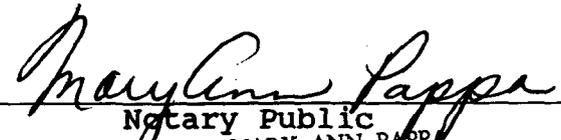
January 5, 1990.

AMERICAN CYANAMID COMPANY

By  \_\_\_\_\_  
J. J. Catto  
Director,  
Transportation & Distribution  
Chemicals Group 

STATE OF NEW JERSEY )  
COUNTY OF PASSAIC )

On this 5th day of January, 1990 before me personally appeared J. J. Catto, to me personally known, who, being by me duly sworn, says that he is Director, Transportation and Distribution, Chemicals Group, of American Cyanamid Company and that the foregoing Consent was signed on behalf of said corporation.

  
Notary Public  
MARY ANN PAPP  
A Notary Public of New Jersey  
My Commission Expires May 29, 1991

[SEAL]

NOTARIAL CERTIFICATE

The undersigned has carefully compared the attached copy of the Consent to Assignment of American Cyanamid Company dated January 5, 1990 to the signed original document and hereby certifies that he has found the attached copy to be complete and identical in all respects to the original document.

Dated: January 12, 1990

Kenneth P. Carroll

**KENNETH P. CARROLL**  
**Notary Public, State of New York**  
**No. 0583425**  
**Qualified in Nassau County**  
**Commission Expires December 31, 1990**