

THOMPSON  
HINE & FLORY LLP

*Attorneys at Law*

August 1, 2000

**VIA HAND DELIVERY**

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

RECORDATION NO. **23030-A** FILED

AUG 1 '00 11-45 AM  
TS  
SURFACE TRANSPORTATION BOARD

Dear Secretary Williams:

Enclosed for recordation, under the provisions of 49 U.S.C. § 11301(a) and the regulations promulgated thereunder, are executed counterparts of a secondary document not previously recorded, entitled Collateral Assignment of Lease (the "Assignment of Lease") between Kasgro Leasing, LLC (the "Assignor") and Heller Financial Leasing, Inc. ("Assignee"), dated as of July 28, 2000.

The parties to the enclosed Assignment of Lease are:

ASSIGNOR — Kasgro Leasing, LLC  
320 East Cherry Street  
New Castle, PA 16102

ASSIGNEE — Heller Financial Leasing, Inc.  
500 W. Monroe Street  
Chicago, IL 60661

The said Assignment of Lease has been entered into by the parties as security for certain obligations of Assignor in connection with its purchase of certain rebuilt gondola railcars, as described below. Pursuant to the Assignment of Lease, Assignor is assigning all of its right, title and interest in and to, but not its obligations under, that certain Master Lease Agreement, dated as of March 11, 2000 (the "Lease") between Assignor, as Lessor, and Bill Frank Trucking, as Lessee, such Lease covering the said rebuilt gondola railcars. A Memorandum of the said Lease is being filed concurrently herewith. The instant Assignment of Lease should be recorded under the Recordation Number assigned to the Memorandum of Lease as -A.

The units of equipment covered by the instant Assignment of Lease are the 30 rebuilt gondola railcars currently identified as LNAL 10050-10063 and KRL 10064-10079.

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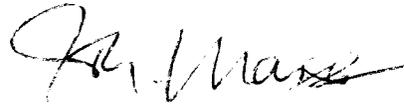
A short summary of the Assignment of Lease to appear in the STB Index follows:

“Assignment of Lease, dated as of July 28, 2000  
between Kasgro Leasing, LLC as Assignor and  
Heller Financial Leasing, Inc. as Assignee, covering  
30 rebuilt gondola railcars currently identified as  
LNAL 10050-10063 and KRL 10064-10079.”

Enclosed is a remittance in the amount of \$26.00 for the required recording fee.

Once the filing has been made, please return to bearer the stamped counterparts not needed for your files, together with the fee receipt and letter from the Secretary acknowledging the filing, and the extra copies of this letter of transmittal.

Very truly yours,



John K. Maser III  
*Attorney for purposes of this filing for  
Kasgro Leasing, LLC and Heller  
Financial Leasing, Inc.*

Enclosures

106474  
049849.03

SCHEDULE I

Thirty (30) 100 Ton High side gondola railcars		
New railcar symbols	Old railcar symbols	
LNAL 10050	BCOL	19041
LNAL 10051	BCOL	18078
LNAL 10052	BCOL	17902
LNAL 10053	BCOL	19048
LNAL 10054	BCOL	18127
LNAL 10055	BCOL	18059
LNAL 10056	BCOL	19032
LNAL 10057	BCOL	18374
LNAL 10058	BCOL	18402
LNAL 10059	BCOL	19080
LNAL 10060	BCOL	17746
LNAL 10061	BCOL	19088
LNAL 10062	BCOL	19030
LNAL 10063	BCOL	19026
KRL 10064	BCOL	19024
KRL 10065	BCOL	19012
KRL 10066	BCOL	19083
KRL 10067	BCOL	19075
KRL 10068	BCOL	18470
KRL 10069	BCOL	19065
KRL 10070	BCOL	19010
KRL 10071	BCOL	19047
KRL 10072	BCOL	19018
KRL 10073	BCOL	19051
KRL 10074	BCOL	17575
KRL 10075	BCOL	19042
KRL 10076	BCOL	19033
KRL 10077	BCOL	18075
KRL 10078	BCOL	19082
KRL 10079	BCOL	18372

COLLATERAL ASSIGNMENT OF LEASE

AUG 1 '00 11-45 AM

SURFACE TRANSPORTATION BOARD

For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, KASGRO LEASING, LLC, a Pennsylvania limited liability company (together with its successors and permitted assigns, the "Assignor"), hereby assigns to HELLER FINANCIAL LEASING, INC., a Delaware corporation (together with its successors and permitted assigns, the "Assignee"), as security for certain obligations of Assignor in connection with its purchase of certain railcars, as described below, all of its right, title, and interest in and to, but not its obligations under, the following described lease:

Master Lease Agreement, dated as of March 11, 2000 (together with all amendments and supplements thereto, the "Lease") between Assignor, as Lessor, and Bill Frank Trucking, as Lessee, such Lease covering the thirty (30) rebuilt gondola railcars (formerly flat railcars), as described in Schedule I hereto. A memorandum of the said Lease has been filed with the Surface Transportation Board and the Registrar General of Canada.

IN WITNESS WHEREOF, the parties hereto have caused this Collateral Assignment of Lease to be duly executed by their respective duly authorized officers, on the 28 of July, 2000.

KASGRO LEASING, LLC

By: 

Title: PRES. & CEO

HELLER FINANCIAL LEASING, INC.

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

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

**COLLATERAL ASSIGNMENT OF LEASE**

For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, KASGRO LEASING, LLC, a Pennsylvania limited liability company (together with its successors and permitted assigns, the "Assignor"), hereby assigns to HELLER FINANCIAL LEASING, INC., a Delaware corporation (together with its successors and permitted assigns, the "Assignee"), as security for certain obligations of Assignor in connection with its purchase of certain railcars, as described below, all of its right, title, and interest in and to, but not its obligations under, the following described lease:

Master Lease Agreement, dated as of March 11, 2000 (together with all amendments and supplements thereto, the "Lease") between Assignor, as Lessor, and Bill Frank Trucking, as Lessee, such Lease covering the thirty (30) rebuilt gondola railcars (formerly flat railcars), as described in Schedule I hereto. A memorandum of the said Lease has been filed with the Surface Transportation Board and the Registrar General of Canada.

IN WITNESS WHEREOF, the parties hereto have caused this Collateral Assignment of Lease to be duly executed by their respective duly authorized officers, on the 28<sup>th</sup> of July, 2000.

KASGRO LEASING, LLC

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

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

HELLER FINANCIAL LEASING, INC.

By: Hank Chaney

Title: AVP + Area Credit Mgr

STATE OF Pennsylvania )  
 )  
COUNTY OF Lawrence )

ss:

On this 31<sup>st</sup> day of July, 2000, before me personally appeared G.M. Nassab to me personally known, who, being duly sworn, did say that he is President & CEO of Kasgro Leasing, LLC, and that the foregoing instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that execution of the forgoing instrument was the free act and deed of such corporation.

Joan M. Phillips  
Notary Public

My Commission Expires:

\_\_\_\_\_

Notarial Seal  
Joan M. Phillips, Notary Public  
Taylor Twp., Lawrence County  
My Commission Expires Aug. 20, 2001  
Member, Pennsylvania Association of Notaries

STATE OF \_\_\_\_\_ )  
 )  
COUNTY OF \_\_\_\_\_ )

ss:

On this \_\_\_\_\_ day of \_\_\_\_\_, 2000, before me personally appeared \_\_\_\_\_ to me personally known, who, being duly sworn, did say that he is \_\_\_\_\_ of Heller Financial Leasing, Inc. and that the foregoing instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that execution of the foregoing instrument was the free act and deed of such corporation.

\_\_\_\_\_  
Notary Public

My Commission Expires:

\_\_\_\_\_

STATE OF \_\_\_\_\_ )  
 )  
COUNTY OF \_\_\_\_\_ )      ss:

On this \_\_\_\_\_ day of \_\_\_\_\_, 2000, before me personally appeared \_\_\_\_\_ to me personally known, who, being duly sworn, did say that he is \_\_\_\_\_ of Kasgro Leasing, LLC, and that the foregoing instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that execution of the forgoing instrument was the free act and deed of such corporation.

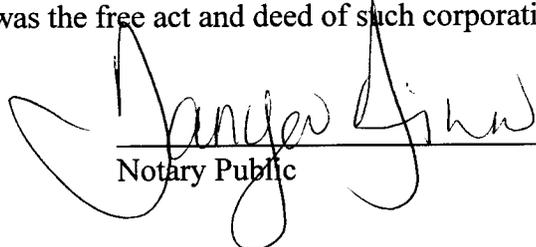
\_\_\_\_\_  
Notary Public

My Commission Expires:

\_\_\_\_\_

STATE OF Illinois )  
 )  
COUNTY OF Cook )      ss:

On this 22<sup>nd</sup> day of July, 2000, before me personally appeared Hank Chavez to me personally known, who, being duly sworn, did say that he is Asst Vice Pres of Heller Financial Leasing, Inc. and that the foregoing instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that execution of the foregoing instrument was the free act and deed of such corporation.

  
\_\_\_\_\_  
Notary Public

My Commission Expires:

10/25/2003

## SCHEDULE I

Thirty (30) 100 Ton High side gondola railcars

New railcar symbols	Old railcar symbols
LNAL 10050	BCOL 19041
LNAL 10051	BCOL 18078
LNAL 10052	BCOL 17902
LNAL 10053	BCOL 19048
LNAL 10054	BCOL 18127
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KRL 10065	BCOL 19012
KRL 10066	BCOL 19083
KRL 10067	BCOL 19075
KRL 10068	BCOL 18470
KRL 10069	BCOL 19065
KRL 10070	BCOL 19010
KRL 10071	BCOL 19047
KRL 10072	BCOL 19018
KRL 10073	BCOL 19051
KRL 10074	BCOL 17575
KRL 10075	BCOL 19042
KRL 10076	BCOL 19033
KRL 10077	BCOL 18075
KRL 10078	BCOL 19082
KRL 10079	BCOL 18372