

CHEMLEASE WORLDWIDE, INC.

RECORDATION NO. 11241 Filed 1425

DEC 26 1979 - 2 30 PM

RECORDATION NO. 10774 A Filed 1425

DEC 26 1979 - 2 30 PM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 11241 Filed 1425
55 Water Street, Suite 1822
New York, NY 10041

INTERSTATE COMMERCE COMMISSION
RECEIVED

RECORDATION NO. 11241 Filed 1425
DEC 26 1979 - 2 28 PM

DEC 26 1979 - 2 30 PM

DEC 26 1979 - 2 30 PM December 18, 1979

INTERSTATE COMMERCE COMMISSION

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INTERSTATE COMMERCE COMMISSION

Interstate Commerce Commission

Room 2303

Constitution Avenue at 12th Street, N.W. RECORDATION NO. 11241 Filed 1425

Washington, D. C. 20023

Attention: Mrs. Lee

DEC 26 1979 - 2 30 PM

Date DEC 26 1979

Fee \$ 260.00

INTERSTATE COMMERCE COMMISSION

ICC Washington, D. C.

9-360A093

RECORDATION NO. 11241 Filed 1425

Re: Filing of documents relating to Equipment Lease dated as of August 1, 1979 between Refco Transport Equipment, Inc., Lessor, and Brae Corporation, Lessee

DEC 26 1979 - 2 30 PM

INTERSTATE COMMERCE COMMISSION Lee:

Enclosed for filing under Section 20c of the Interstate Commerce Act are the following documents:

(1) Release of Security Agreement between Refco Transport Equipment, Inc. and FMC Corporation, recorded with the Interstate Commerce Commission on August 29, 1979, at 3:45 P.M., recordation No. 10774. *is under 10774*

(2) Two certified Lease Agreements between Brae Corporation, Lessor, and the Virginia & Maryland Railroad Company, Lessee, dated December 29, 1978.

(3) Two certified Lease Agreements between Brae Corporation and Helena Southwestern Railroad Company, Lessee, dated October 31, 1978.

(4) Two original Lease Agreements between Refco Transport Equipment, Inc., Lessor, and Brae Corporation, Lessee, dated August 1, 1979.

(5) Two Security Agreements between ChemLease, Inc., as Lender, and Refco Transport Equipment, Inc., as Borrower, dated December 4, 1979, granting a security interest to ChemLease, Inc. in 50 70-ton XM Boxcars, Road Numbers HSW 1001-1050, inclusive, and 50 70-ton XM Boxcars, Road Numbers VAMD 3000-3049, inclusive.

(6) Two Assignments of Security Agreement between ChemLease, Inc. and ChemLease Worldwide, Inc., dated December 18, 1979, granting a security interest to ChemLease Worldwide, Inc.

Quantity and Pricing for to Department

Interstate Commerce Commission

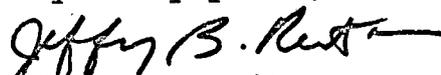
December 18, 1979

in 50 70-ton XM Boxcars, Road Numbers HSW 1001-1050, inclusive,
and 50 70-ton XM Boxcars, Road Numbers VAMD 3000-3049, inclusive.

I enclose a check in the amount of \$160.00 to cover
the cost of this filing, made payable to the Interstate Commerce
Commission.

Please return the original documents and confirmation
letter to the undersigned.

Very truly yours,


Jeffrey B. Reitman,
Vice President and Secretary

JBR:dd
encs.

11241-9

RECORDATION NO. Filed 1425

DEC 26 1979 -2 30 PM

INTERSTATE COMMERCE COMMISSION

ASSIGNMENT

FOR VALUE RECEIVED, the undersigned, CHEMLEASE, INC., a Delaware corporation ("Chemlease"), with its principal place of business at 55 Water Street, New York, N. Y. 10041, hereby assigns, transfers and sets over to CHEMLEASE WORLDWIDE, INC., a New York corporation ("Worldwide"), with its principal place of business at 55 Water Street, New York, N. Y. 10041, and to its successors and assigns, all the right, title and interest of Chemlease in and to the following:

(a) a Promissory Note dated December 4, 1979 (the "Note"), made by Refco Transport Equipment, (the Inc. "Debtor"), including without limitation the right to receive all payments thereunder;

(b) the units of railroad equipment (the "Units") described in a Security Agreement (and Schedule A attached thereto) dated the date of the Note (the "Security Agreement"), between the Debtor and Chemlease, as secured party;

(c) the Leases of Equipment described in Schedule B to the Security Agreement and any other Lease pursuant to which any Unit shall at any time be leased, together with any and all schedules thereto;

(d) all rental, issues, income and profit from the Units; and

(e) the Security Agreement, including without limitation the right to receive any and all payments thereunder.

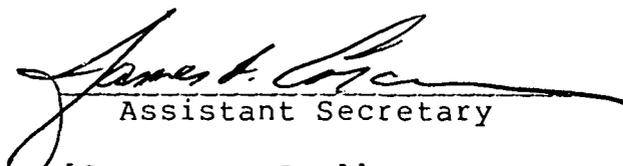
In furtherance of the foregoing assignment and transfer, Chemlease hereby authorizes and empowers Worldwide, in Worldwide's own name or in the name and as attorney hereby irrevocably constituted for Chemlease, to ask, demand, sue for, collect, receive and enforce any and all sums to which Worldwide is or may become entitled under this Assignment and to ask, demand, sue for and enforce compliance by the Debtor with the terms and agreements on its part to be performed under the Note and the Security Agreement.

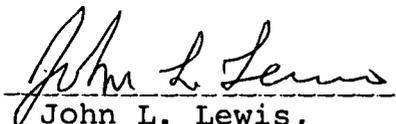
IN WITNESS WHEREOF, the undersigned have duly executed and accepted this Assignment December 18, 1979.

CHEMLEASE, INC.,

Attest:

by

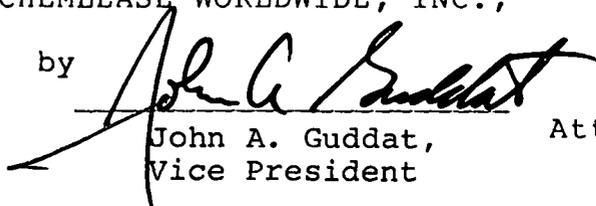

Assistant Secretary
[Corporate Seal]


John L. Lewis,
Senior Vice President

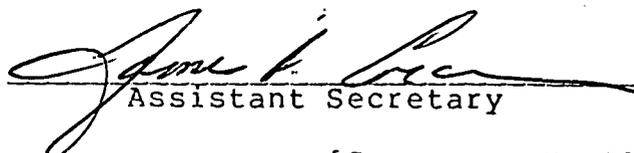
Accepted,

CHEMLEASE WORLDWIDE, INC.,

by


John A. Guddat,
Vice President

Attest:


Assistant Secretary
[Corporate Seal]

STATE OF NEW YORK ,)
) ss.:
COUNTY OF NEW YORK ,)

On this 18th day of December 1979, before me personally appeared John L. Lewis, to me personally known, who being by me duly sworn, says that he is a Senior Vice President of CHEMLEASE, INC., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said 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.

Dorothy A. Cioffi
Notary Public

My Commission expires:

[Notarial Seal]

DOROTHY A. CIOFFI
Notary Public, State of New York
No. 43-4653996
Qualified in Richmond County
Certificate Filed in New York County
Commission Expires March 30, 1981

STATE OF NEW YORK ,)
) ss.:
COUNTY OF NEW YORK ,)

On this 18th day of December 1979, before me personally appeared John A. Guddat, to me personally known, who being by me duly sworn, says that he is a Vice President of CHEMLEASE WORLDWIDE, INC., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said 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.

Dorothy A. Cioffi
Notary Public

My Commission expires:

[Notarial Seal]

DOROTHY A. CIOFFI
Notary Public, State of New York
No. 43-4653996
Qualified in Richmond County
Certificate Filed in New York County
Commission Expires March 30, 1981