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RECORDATION NO. 14433 Filed 1425

No. SEP 25 1984

SEP 25 1984 - 2 40 AM

Date SEP 25 1984

September 21, 1984

Fee \$ 10.00

ICC Washington, D.C.

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 14433 Filed 1425

Interstate Commerce Commission
Interstate Commerce Commission Building
12th Street and Constitution Avenue
Washington, D. C. 20423

SEP 25 1984 - 2 40 AM

INTERSTATE COMMERCE COMMISSION

Re: Continental Tank Car
Corporation et al.

Gentlemen:

Enclosed you will find executed copies of a Security Agreement in the Nature of a Chattel Mortgage and two Assignments of Security and other interests. Please record each of the enclosures and return the executed documents to us following recordation.

A check Not to Exceed \$50 is enclosed to cover recording fees. Please fill in the amount of your fee on the enclosed copy of this letter.

Sincerely,

Neale F. Hooley

NFH:kc
Enc.

ICC OFFICE OF
THE SECRETARY
SEP 25 2 33 PM '84
MOTOR OPERATING UNIT

ASSIGNMENT SEP 25 1984 2 40 AM

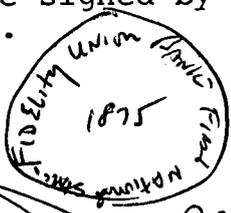
INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS, that on this 25 day of September 1984 FIDELITY UNION BANK/FIRST NATIONAL STATE, a banking institution organized under the laws of the State of New Jersey with offices at 765 Broad Street, Newark, New Jersey ("Fidelity") in consideration of the sum of \$916,359.78 lawful money of the United States of America, to it in hand paid by THE CENTRAL JERSEY BANK AND TRUST COMPANY, a banking institution organized under the laws of the State of New Jersey with offices at Route Nine, Freehold, New Jersey ("CJBT") at or before the ensealing and delivery of these presents, the receipt whereof is hereby acknowledged, has granted, bargained, sold, assigned, transferred and set over and by these presents does grant, bargain, sell, assign, transfer and set over unto CJBT all, right, title and interest of Fidelity or assigns under and with respect to an Amendment to the Loan Agreement, a Note in the original principal amount of \$1.5 million, Assignments of Leases and Rentals, one or more Security Agreements in the Nature of Chattel Mortgages and UCC-1 Financing Statements executed during September 1981 by CONTINENTAL TANK CAR CORPORATION and/or SUBURBAN FUEL TANK CAR COMPANY and PRESSURE TANK CAR COMPANY with or in favor of Fidelity Union Bank as well as predecessor instruments of the same type and nature executed during May 1979 by one or more of the same parties in favor of Fidelity under and pursuant to the terms of the original documentation of the above financing; as well as any and all guarantees executed by any party in favor of or for the benefit of Fidelity with respect to the aforesaid indebtedness.

TOGETHER with any Note or obligation therein described, and the money due and to grow due thereon, with the interest. TO HAVE AND to hold the same unto the said party of the second part, or assigns forever. AND it does hereby make, constitute and appoint the said CJBT its true and lawful attorney, irrevocable, in its name, or otherwise, but at its proper costs and charges, to have, use and take all lawful ways and means for the recovery of all the said money and interest; and in case of payment, to discharge the same as fully as it might or could do if these presents were not made. AND it does hereby covenant, promise and agree, to and with CJBT that there is now due and owing upon the said instrument for which the above-referenced Agreement served as collateral the sum of \$916,359.78. AND the undersigned further agrees to execute such additional instruments of assignment including without limitation UCC-3 forms as CJBT shall reasonably request for the purpose of effecting the assignment of interest contemplated and intended hereunder.

IN WITNESS WHEREOF, the undersigned has caused its corporate seal to be hereto affixed and attested by its Ass^t. Secretary and these presents to be signed by its Vice President, the day and year first above written.

ATTEST:



FIDELITY UNION BANK/FIRST NATIONAL STATE

BY Charles P. Frost
Vice President

[Signature]
Ass^t. Secretary

STATE OF NEW JERSEY, COUNTY OF UNION,

SS.:

I CERTIFY that on *September 11, 19 84*,

CHARLES P. FROST

personally came before me and this person acknowledged under oath, to my satisfaction, that:

- (a) this person signed, sealed and delivered the attached document as *VICE PRESIDENT* of Fidelity Union Bank/National State Bank the corporation named in this document;
- (b) the proper corporate seal was affixed; and
- (c) this document was signed and made by the corporation as its voluntary act and deed by virtue of authority from its Board of Directors.

Kathleen Connolly

KATHLEEN CONNOLLY
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires 9/16/87