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ASSIGNMENT OF AMENDED FIRST TERM AND
OPEN END MORTGAGE

Reference is hereby made to that certain First Term and Open End Mortgage (as amended, the "Mortgage") dated as of July 8, 1987 (recorded July 10, 1987 in the office of the Judge of Probate of Shelby County, Alabama, Book 140, Page 06), as amended by that certain First Amendment to First Term and Open End Mortgage dated as of October 27, 1987 (recorded October 29, 1987 in the office of the Judge of Probate of Shelby County, Alabama, Book 157, Page 462), made by ABC RAIL CORPORATION as Mortgagor to THE FIRST NATIONAL BANK OF CHICAGO as the original mortgagee which sold, assigned and transferred all its rights and interests thereunder to Assignor as Mortgagee pursuant to that certain Assignment of First Term and Open End Mortgage dated as of October 27, 1987 (recorded October 29, 1987 in the office of the Judge of Probate of Shelby County, Alabama, Book 157, Page 455).

FOR VALUE RECEIVED, the undersigned, SANWA BUSINESS CREDIT CORPORATION ("Assignor"), hereby sells, assigns, transfers and sets over, without recourse, representation or warranty except as set forth below, to THE FIRST NATIONAL BANK OF CHICAGO ("Assignee") all of the Assignor's right, title and interest in, to and under the Mortgage, as amended, encumbering the real property (the "Property") described in Exhibit A attached hereto and made a part hereof.

Assignor hereby warrants that it has good, right and lawful authority to execute this Assignment, and further warrants that it owns the Mortgage and has not heretofore sold, assigned or transferred any of its right, title and interest in the Mortgage herein assigned.

IN WITNESS WHEREOF, SANWA BUSINESS CREDIT CORPORATION has caused this instrument to be duly executed on this 1st day of August, 1989.

SANWA BUSINESS CREDIT
CORPORATION

By: 
Its: FIRST VICE PRESIDENT

Jack A.

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ACKNOWLEDGEMENT OF ASSIGNMENT

The undersigned, THE FIRST NATIONAL BANK OF CHICAGO,
hereby acknowledges the foregoing assignment.

THE FIRST NATIONAL BANK OF
CHICAGO

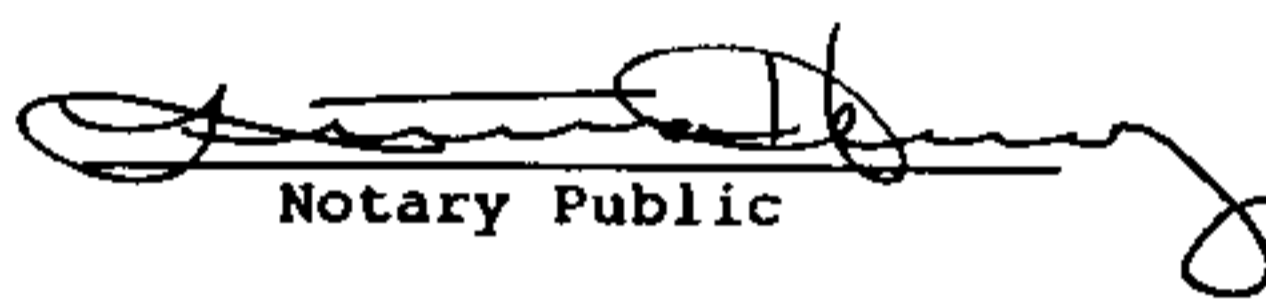
By: *J. H. [Signature]*
Its: VICE PRESIDENT

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STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

I, the undersigned, a Notary Public in and for said County in the State aforesaid, do hereby certify that Dwight Brackett whose name as First Vice President of SANWA BUSINESS CREDIT CORPORATION, a corporation, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

GIVEN under my hand this 1st day of August, 1989.


Notary Public

[SEAL]

My Commission expires:

11/1/89

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