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Volume 94 Page 33733

THIS INSTRUMENT WAS PREPARED BY,
DRAWN BY, RECORDING REQUESTED
BY ~~AND WHEN RECORDED FILE IS:~~

BUCHALTER, NEMER, FIELDS & YOUNGER
601 South Flower Street, Suite 601
Los Angeles, California 90017
Attention: Nicolas M. Rublicki, Esq.

SPACE ABOVE THIS LINE FOR RECORDER'S USE

**ASSIGNMENT (OF MORTGAGES)
AND AMENDMENT THERETO**

In consideration of Ten Dollars and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the undersigned BANKERS TRUST COMPANY, a New York State banking corporation having an office at 130 Liberty Street, New York, New York 10006, as Collateral Agent for the benefit of the Banks (as defined in that certain Amended and Restated Credit Agreement dated as of December 20, 1993 between Greyhound, Banks and Bankers Trust Company, as Agent) (referred to individually and collectively herein as "Assignor") (index as Grantor), hereby grants, sells, assigns, transfers and conveys, without representation, warranty or recourse of any kind, to FOOTHILL CAPITAL CORPORATION ("Foothill"), a California corporation, having an office at 11111 Santa Monica Blvd., Suite 150, Los Angeles, California 90025, (the "Assignee") (index as Grantee), all of the Assignor's right, title and interest in, to and under each of the documents described in Exhibit B hereto (collectively, the "Recorded Documents"), which documents create various liens encumbering the properties described in Exhibit A hereto, which together with GREYHOUND LINES, INC., a Delaware corporation, with its chief executive office located at 15510 N. Dallas Parkway, Dallas, Texas 75248 ("Mortgagor"), hereby amends Recorded Documents to secure the amended and restated obligations between Assignee and Mortgagor.

This Assignment is made pursuant to that certain Assignment of Liens and Loan Documents, dated October 13, 1994, between the Assignor and the Assignee (the "Master Assignment Agreement").

Assignee acknowledges the assumption by Assignee of the obligations of Assignor under the Recorded Documents.

CHICAGO TITLE INSURANCE CO.

RETRN DOCUMENT TO:
LORETTA KARP
171 N. CLARK ST. • CHICAGO, IL 60601

1297DXS

2851157

33734

IN WITNESS WHEREOF, Assignee and Mortgagor hereby amend the Recorded Documents to provide that the obligations secured are those evidenced by that certain Amended and Restated Loan and Security Agreement, and the documents referenced therein, entered into contemporaneously herewith between Assignee and Mortgagor.

IN WITNESS WHEREOF, the parties hereto have caused this Assignment (of Mortgages) to be effective as of the 13th day of October, 1994 by executing the same in their corporate name and their corporate seal to be hereunto affixed.

1297DXS

2851157

Signed, sealed, attested
to, sworn to, and
delivered in the presence
of:

ASSIGNOR:

33735

BANKERS TRUST COMPANY, a New York
State banking corporation

Eleanor Welles
Witness

By Mary Kay Coyle
Name: Mary Kay Coyle
Title: VP

Richard Eastman
Witness

By Dana Stein
Name: Dana Stein
Title: VP
(Seal)

State of NY California

County of NY

SS.

On October 12, 1994 before me,
the undersigned, a notary public in and for said State,
personally appeared Dana Stein and Mary Kay Coyle,
personally known to me (or proved to me on the
basis of satisfactory evidence) to be person(s) whose name(s)
is/are subscribed to the within instrument and acknowledged to
me that he/she/they executed the same in his/her/their
authorized capacity(ies), and that by his/her/their
signature(s) on the instrument the person(s), or the entity
upon behalf of which the person(s) acted, executed the
instrument.

WITNESS my hand and official seal.

HELENA BICKLEY
Notary Public, State of New York
No. 31-5029772
Qualified in New York County
Commission Expires July 5, 1996

(SEAL)

Signature: Helena Bickley
NOTARY PUBLIC

SWORN TO and subscribed
before me this 12th day of
October, 1994.

Signed, sealed, attested to, sworn
to, and delivered in the presence
of:

[Signature]
Witness

Signed, sealed, attested
to, sworn to, and
delivered in the presence
of:

ASSIGNEE:

FOOTHILL CAPITAL CORPORATION,
a California corporation

33736

Mike [Signature]
Witness

By [Signature]
Name: Tricia McLoughlin
Title: Vice President

[Signature]
Witness

By [Signature]
Name: J Callis
Title: VP
(Seal)

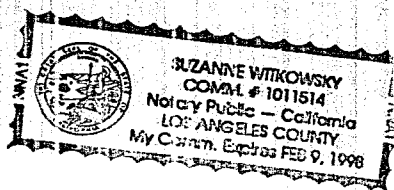
State of California
County of Los Angeles

)
) SS.
)

On October 12, 1994, before me, the undersigned, a
notary public in and for said State, personally appeared
Tricia McLoughlin and J Callis, personally
known to me (or proved to me on the basis of satisfactory
evidence) to be person(s) whose name(s) is/are subscribed to
the within instrument; and acknowledged to me that he/she/they
executed the same in his/her/their authorized capacity(ies),
and that by his/her/their signature(s) on the instrument the
person(s), or the entity upon behalf of which the person(s)
acted, executed the instrument.

WITNESS my hand and official seal.

(SEAL)



Signature Suzanne Witkowski
NOTARY PUBLIC

SWORN TO and subscribed
before me this 12 day of
October, 1994.

Signed, sealed, attested to, sworn
to, and delivered in the presence
of:

[Signature]
Witness
MORTGAGOR:

1297DXS

Signed, sealed, attested
to, sworn to, and
delivered in the presence
of:

MORTGAGOR:

GREYHOUND LINES, INC., a Delaware
corporation

33737

Witness

Witness

By

Name: J. Michael Doyle
Title: Executive Vice President
and Chief Financial Officer

By

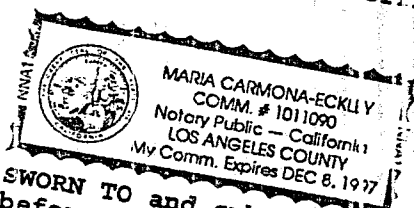
Name: Mark Southerst
Title: Assistant Secretary
(Seal)

State of California
County of Los Angeles

)
) SS.
)

On October 12, 1994 before me, the undersigned, a
notary public in and for said State, personally appeared
J. Michael Doyle and Mark Southerst, personally known to me
(or proved to me on the basis of satisfactory evidence) to be
person(s) whose name(s) is/are subscribed to the within
instrument and acknowledged to me that he/she/they executed
the same in his/her/their authorized capacity(ies), and that
by his/her/their signature(s) on the instrument the person(s),
or the entity upon behalf of which the person(s) acted,
executed the instrument.

WITNESS my hand and official seal.



SWORN TO and subscribed
before me this 12th day of
October, 1994.

Signature:

NOTARY PUBLIC

(SEAL)

Signed, sealed, attested to, sworn
to, and delivered in the presence
of:

Witness

1297DXS

EXHIBIT A
Site 108
Klamath Co, OR

33738

EXHIBIT A

Legal Description

Lots 1, 17, 18 and 19 in Block 4 of Canal Addition to the City of Klamath Falls, Oregon, according to the official plat thereof on file in the office of the County Clerk, Klamath County, Oregon, SAVING AND EXCEPTING the following described parcel: Beginning at the Northeasterly corner of Lot 17, Block 4, Canal Addition to the City of Klamath Falls, Oregon; thence South $52^{\circ}51'$ West along the Southeasterly line of Klamath Avenue, a distance of 10.0 feet; thence South $63^{\circ}34\frac{1}{2}'$ East 8.89 feet to a point on the Westerly line of Commercial Street, thence North along the Westerly line of Commercial Street, a distance of 10.0 feet to the point of beginning.

33739

EXHIBIT B

Klamath Falls, Klamath County, Oregon [Site No. 108]

- a. FIRST RENEWAL, EXTENSION AND MODIFICATION OF LINE OF CREDIT MORTGAGE (DEED OF TRUST), SECURITY AGREEMENT, FINANCING STATEMENT AND ASSIGNMENT OF LEASES AND RENTS, recorded November 6, 1991, Volume M91, Page 23307, Mortgage Records, Klamath County, Oregon.
- b. The above described instrument was assigned by means of that certain instrument recorded on January 13, 1994, Instrument No. 74457, Volume M94, Page 1392 and modified on January 13, 1994, Instrument No. 74458, Volume M94, Page 1421 in the Official Records of the County mentioned above.

STATE OF OREGON: COUNTY OF KLAMATH: ss.

Filed for record at request of Chicago Title Co
 of Oct A.D. 19 94 at 3:04 o'clock P M., and duly recorded in Vol. M94 day
 of Mortgages on Page 33733
 FEE \$40.00
 Evelyn Biehn
 By Carlene M. Henderson County Clerk

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