

18184-B

**ASSIGNMENT OF SECURITY AGREEMENT**

REGISTRATION NO. 18184-B  
FILED  
APR 12 1995 - 3 30 PM  
INTERNATIONAL COMMERCE COMMISSION

This Assignment of Security Agreement ("Assignment"), dated as of March 31, 1995 is by and between Computer & Equipment Leasing Corporation, a Wisconsin corporation ("Assignor") and General Electric Capital Corporation, a corporation of the state of New York, with an address at 44 Old Ridgebury Road, Danbury, CT 06810 ("Assignee").

**WITNESSETH:**

WHEREAS, by that certain Security Agreement - Trust Deed, dated as of March 26, 1993 (the "Security Agreement"), and recorded April 1, 1993 with the Interstate Commerce Commission ("ICC"), under Recordation No. 18184, ACF Industries, Incorporated did pledge to ITT Commercial Finance Corp. ("ITT") 225 covered hopper and tank railcars, more particularly described in Schedule A attached hereto; and

WHEREAS, pursuant to an assignment to be recorded shortly with the ICC, ITT assigned to Assignor all of ITT's right, title and interest in the Security Agreement and the pledged railcars; and

WHEREAS, by that certain unrecorded Asset and Stock Purchase Agreement, dated as of March 31, 1995, Assignee acquired, among other things, Assignor's right, title and interest in the Security Agreement and pledged railcars; and

NOW, THEREFORE, in consideration of the mutual covenants set forth herein, and for other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows;

The Assignor hereby assigns, transfers and sets over to and unto the Assignee all of Assignor's right, title and interest, including, without limitation, claims, and remedies, in, to and under the aforesaid Security Agreement and pledged railcars, the units covered in this Assignment being those identified in the Schedule A attached hereto.

IN WITNESS WHEREOF, the parties hereto have caused this Assignment to be executed in their respective names, by officers thereof duly authorized, all as of the date first written above.

COMPUTER & EQUIPMENT  
LEASING CORPORATION

GENERAL ELECTRIC CAPITAL  
CORPORATION

By: General Electric Capital Corporation,  
Attorney in fact

By: J. J. Trench  
Name: J. J. Trench  
Title: Manager - Investment Programs  
Date: 4/7/95

Address:  
645 Maryville Centre Drive  
St. Louis, MO 63141

By: J. J. Trench  
Name: J. J. Trench  
Title: Manager - Investment Programs  
Date: 4/7/95

Address:  
44 Old Ridgebury Road  
Danbury, CT 06810

STATE OF CONNECTICUT )  
 : ss.  
COUNTY OF FAIRFIELD )

On this 7th day of April, 1995, before me personally appeared J. S. Tunch to me personally know, who being duly sworn, says that he is a Manager - Investment Programs of General Electric Capital Corporation, that said instrument was signed on April 7, 1995 on behalf of said corporation as attorney in fact for Computer & Equipment Leasing Corporation, by authority of Computer & Equipment Leasing Corporation's Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation as attorney in fact for Computer & Equipment Leasing Corporation.

  
Notary Public

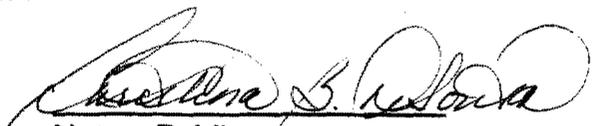
[NOTARIAL SEAL]

My Commission Expires:

**CHRISTINA B. DE SOUSA**  
NOTARY PUBLIC  
MY COMMISSION EXPIRES JULY 31, 1998

STATE OF CONNECTICUT )  
 : ss.  
COUNTY OF FAIRFIELD )

On this 7th day of April, 1995, before me personally appeared J. S. Tunch to me personally know, who being duly sworn, says that he is a Manager - Investment Programs of General Electric Capital Corporation, that said instrument was signed on April 7, 1995 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.

  
Notary Public

[NOTARIAL SEAL]

My Commission Expires:

**CHRISTINA B. DE SOUSA**  
NOTARY PUBLIC  
MY COMMISSION EXPIRES JULY 31, 1998

SCHEDULE A

THE EQUIPMENT

ACF INDUSTRIES, INCORPORATED

Count	Initialed ACEX Number	Thru Number	AAR Code
-----	-----		-----
1	67152		C214
1	67195		
1	67293		
1	67391		
1	67395		
1	67471		
1	67504		
1	67540		
1	67557		
1	67161		
1	67164		
1	67168		
1	67178		
2	67182	67183	
1	67192		
1	67198		
1	67205		
2	67217	67218	
1	67229		
1	67238		
1	67248		
1	67252		
1	67255		
1	67261		
1	67272		
1	67319		
1	67321		
1	67324		
1	67329		
1	67331		
1	67334		
1	67340		
1	67350		
1	67387		
1	67399		
1	67467		
1	67475		
1	67477		
1	67486		
35	67505	67539	
16	67541	67556	
23	67558	67580	
1	67648		
11	67581	67591	C214
1	66091		
1	66094		
2	66231	66232	
1	66237		
2	66239	66240	

SCHEDULE A

THE EQUIPMENT

ACF INDUSTRIES, INCORPORATED

1	66245	
2	66254	66255
4	66261	66264
3	66270	66272
2	66277	66278
1	66281	
1	66284	
4	66293	66296
4	66301	66304
4	66309	66312
4	66317	66320
4	66325	66328
35	66333	66367
4	66372	66375
15	66377	66391
=====		
222	SUBTOTAL	C214
1	45022	C614
1	45025	
1	45029	
=====		
3	SUBTOTAL	C614
225	TOTAL ALL CARS	