



GE Capital

Legal Operation
General Electric Capital Corporation
44 Old Ridgebury Road, Danbury, CT 06810-5105
203 796-1000, Fx 203 796-1317

RECORDATION NO. 16697 P FILED 1425

Via Federal Express

MAR 23 1993 11:40 AM

3-082A038

EASTERN LEGAL OPERATION INTERSTATE COMMERCE COMMISSION
March 19, 1993

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Sirs:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two fully executed copies of an Assignment of Lease dated March 18, 1993.

The names and addresses of the parties to the enclosed documents are:

Assignor: Chrysler Capital Corporation
225 High Ridge Road
Stamford, CT 06905-3032

Assignee: General Electric Capital Corporation
44 Old Ridgebury Road
Danbury, CT 06840

The Assignment of Lease is a secondary document and relates to that certain Lease Intended as Security dated as of December 29, 1989 among First Interstate Bank of California, as Trustee, Chase Commercial Corporation, Sun Life Assurance Company of Canada (U.S.), Sun Life Assurance Company of Canada and Chrysler Capital Corporation, as Lessors and Southern Pacific Transportation Company, as Lessee, recorded December 29, 1989 with the ICC under recordation No. 16697.

Also enclosed is a check in the amount of \$16.00 covering the required recordation fees.

Kindly return a stamped copy of the enclosed document to Kelly S. Thomas, c/o General Electric Capital Corporation, 44 Old Ridgebury Road, Danbury, CT 06810.

A short summary of the enclosed document to appear in the Commission's index is:

Assignment of Lease dated March 18, 1993 between Chrysler Capital Corporation, as Assignor and General Electric Capital Corporation, as Assignee.

Very truly yours,


Kelly S. Thomas
Region Counsel

Interstate Commerce Commission
Washington, D.C. 20423

3/23/93

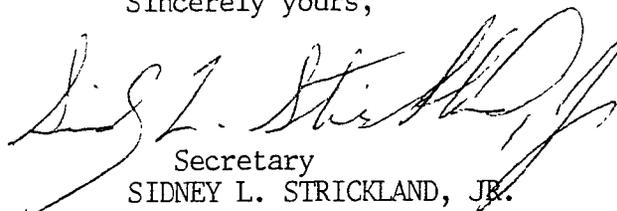
OFFICE OF THE SECRETARY

Kelly S. Thomas
c/o General Electric Capital Corporation
44 Old Ridgebury Road
Danbury, Ct. 06810

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,
on 3/23/93 at 11:40am, and assigned
recordation number(s). 16697-P

Sincerely yours,


Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

ASSIGNMENT OF LEASE

MAR 23 1993 11:40 AM

INTERSTATE COMMERCE COMMISSION

This Assignment of Lease ("Assignment"), dated this 18th day of March, 1993 but effective as of June 1, 1992, is by and between Chrysler Capital Corporation, a corporation of the State of Delaware with an address of 225 High Ridge Road, Stamford, Connecticut 06905-3032 ("Assignor") and General Electric Capital Corporation, a corporation of the State of New York, with an address of 44 Old Ridgebury Road, Danbury, Connecticut 06810 ("Assignee").

WITNESSETH:

WHEREAS, by that certain Lease Intended For Security (as amended to date, the "Lease") dated as of December 29, 1989 among First Interstate Bank of California, as Trustee, Chase Commercial Corporation, Sun Life Assurance Company of Canada (U.S.), Sun Life Assurance Company of Canada and Assignor as lessors ("Lessors") and Southern Pacific Transportation Company, as lessee ("Lessee"), recorded December 29, 1989 with the Interstate Commerce Commission ("ICC"), under Recordation No. 16697 Lessors did lease certain railcars more particularly described in the Lease to Lessee; and

WHEREAS, by that certain unrecorded Asset Purchase Agreement dated as of June 1, 1992, Assignee acquired, among other things, Assignor's right, title and interest in the Lease and the railcars subject thereto, subject to a delayed closing predicted upon such railcars being located in certain states; and

WHEREAS, the delayed closing has taken place in accordance with the terms of the aforesaid Asset Purchase Agreement;

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 follow:

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 Lease and the railcars subject to the Lease.

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 but effective as of June 1, 1992.

[SEAL]

CHRYSLER CAPITAL CORPORATION

By: Richard G. Neptune
Name: Richard G. Neptune
Title: Vice President
Date: March 18, 1993

[SEAL]

GENERAL ELECTRIC CAPITAL CORPORATION

By: Timothy R. Brewer
Name: Timothy R. Brewer
Title: Manager - Field Operations
Date: March 19, 1993

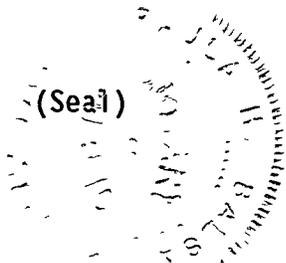


CORPORATE FORM OF ACKNOWLEDGEMENT
PURSUANT TO 49 CFR SECTION 1177.33

State of Connecticut
County of Fairfield ss:

On this 18th day of March, 1993, before me personally appeared Richard G. Neptune, to me personally known, who being by me duly sworn, says that (s)he is the Vice President of Chrysler Capital Corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed ON March 18, 1993, on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

Paul H. Balsam
Signature of Notary Public



My Commission Expires: March 31, 1995

CORPORATE FORM OF ACKNOWLEDGEMENT
PURSUANT TO 49 CFR SECTION 1177.33

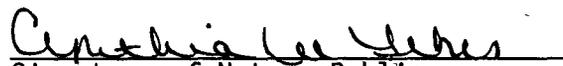
State of Connecticut

ss:

County of Fairfield

On this 19th day of March, 1993, before me personally appeared Timothy R. Brewer, to me personally known, who being by me duly sworn, says that (s)he is the Manager - Field Operations of General Electric Capital Corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed ON March 19, 1993, on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)


Signature of Notary Public

CYNTHIA LEE FEHER
NOTARY PUBLIC

MY COMMISSION EXPIRES MARCH 31, 1995

My Commission Expires: _____