

845.00

1-007A02

LAW OFFICES

ROSS & HARDIES

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

150 NORTH MICHIGAN AVENUE

CHICAGO, ILLINOIS 60601-7567

312-558-1000

529 FIFTH AVENUE
NEW YORK, NEW YORK 10017-4608
212-949-7075

580 HOWARD AVENUE
SOMERSET, NEW JERSEY 08873
201-563-2700

888 SIXTEENTH STREET, N W
WASHINGTON, D C 20006-4103
202-296-8600

TWX NUMBER
910-221-1154

TELECOPIER
312-750-8600

17187/A
RECORDATION NO. FILED 1423

JAN 7 1991 - 9:25 AM
INTERSTATE COMMERCE COMMISSION

17187/B
RECORDATION NO. FILED 1423

JAN 7 1991 - 9:25 AM
INTERSTATE COMMERCE COMMISSION

January 2, 1991

17187
RECORDATION NO. FILED 1423

Ms. Noretta R. McGee
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, D.C. 20423
JAN 7 1991 - 9:25 AM
INTERSTATE COMMERCE COMMISSION

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are one certified copy and three conformed counterparts of the first document described below and two originals and two photostatic conformed counterparts of the second and third documents described below.

The first document is an ^{Lease} Assignment Agreement, a primary document, dated June 26, 1987 between GWI Rail Management Corporation ("Assignor") and Soo Line Railroad Company ("Assignee").

The names and addresses of the parties to the Assignment Agreement are:

Assignor *Lessee*
GWI Rail Management Corporation
71 Lewis Street
Greenwich, Connecticut 06830

Assignee *Lessee*
Soo Line Railroad Company
105 South 5th Street
Minneapolis, MN 55402

A description of the rail cars covered by the Lease is set forth on Equipment Schedule 1 attached thereto.

A check in the amount of \$15.00 payable to the order of the Interstate Commerce Commission is enclosed to cover the required recordation fee of this Assignment Agreement.

Ready to file

JAN 7 9 10 AM '91
16, NOV 06 7 11 AM '91

Ms. Noretta R. McGee
January 2, 1991
Page 2

The second document is an Assignment of the Assignment Agreement dated December 21, 1990 from GWI Management Corporation to GWI Leasing Corporation ("Assignment"). The Assignment should be filed after the Assignment Agreement, the primary document to which it relates.

The names and addresses to the Assignment are:

Assignor

GWI Rail Management Corporation
71 Lewis Street
Greenwich, Connecticut 06830

Assignee

GWI Leasing Corporation
71 Lewis Street
Greenwich, Connecticut 06830

A description of the rail cars covered under the Assignment is set forth therein.

A check for \$15.00 payable to the order of the Interstate Commerce Commission is enclosed to cover the required recordation fee of this Assignment.

The third document is an Assignment of Rents under the Assignment Agreement dated December 27, 1990 from GWI Leasing Corporation to Deutsche Credit Corporation ("Assignment of Rents"). The Assignment of Rents should be filed after the Assignment Agreement, the primary document to which it relates.

The names and addresses of the parties to the Assignment of Rents are:

Assignor

GWI Leasing Corporation
71 Lewis Street
Greenwich, Connecticut 06030

Assignee

Deutsche Credit Corporation
2333 Waukegan Road
Deerfield, Illinois 60015

A description of the rail cars covered under the Assignment of Rents is set forth on Exhibit A attached thereto.

Ms. Noretta R. McGee
January 2, 1991
Page 3

A check for \$15.00 payable to the order of the Interstate Commerce Commission is enclosed to cover the required recordation fee of the Assignment of Rents.

Kindly return the three copies of the first document and one original and two copies of each of the second and third documents to Kelley W. White, Ross & Hardies, 150 North Michigan Avenue, Suite 2500, Chicago, IL 60601.

Following is a short summary of the enclosed documents:

Primary Document.

An Assignment Agreement, dated June 26, 1987 between GWI Rail Management Corporation and Soo Line Railroad Company covering seventy-two (72) used 100-ton covered hopper rail cars described in Equipment Schedule 1 attached thereto.

Secondary Document.

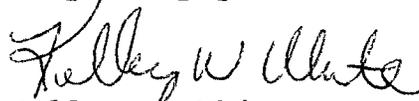
An Assignment of the Assignment Agreement, dated December 21, 1990 from GWI Rail Management Corporation and GWI Leasing Company Corporation covering twenty-five (25) used 100-ton covered hopper rail cars described therein.

Secondary Document.

Assignment of Rents under the Assignment Agreement, dated December 27, 1990 from GWI Leasing Corporation to Deutsche Credit Corporation covering twenty-five (25) used 100-ton covered hopper rail cars described on Exhibit A attached thereto.

Please call me at the telephone number above in Chicago if you have any questions.

Very truly yours,


Kelley W. White

KWW/pm

cc: Robert W. Kleinman
Susan G. Lichtenfeld

17187 A

RECORDATION NO _____ FILED 125

JAN 7 1991 -9 15 AM

INTERSTATE COMMERCE COMMISSION

ASSIGNMENT

For good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, GWI RAIL MANAGEMENT CORPORATION, a Delaware corporation ("Assignor"), hereby assigns to GWI LEASING CORPORATION, a Delaware corporation, all of its right, title and interest in and to its agreement with the Soo Line Railroad Company dated June 26, 1987 as amended on May 22, 1990 (the "Soo Agreement") as the Soo Agreement applies to the twenty five (25) covered hopper cars with the reporting marks and numbers GNWR 30002, 4, 6, 7, 9-11, 13-16, 18, 20, 22, 23, 26, 28, 29, 35, 36, 42-44, 49 and 50.

IN WITNESS WHEREOF, the Assignor has executed this Assignment as of this date below.

Dated: December 21, 1990

GWI RAIL MANAGEMENT CORPORATION

By: [Signature]

Its: President

Accepted this 21st day of December, 1990 by:

GWI LEASING CORPORATION

By: [Signature]

Its: Chairman