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17190
RECORDATION NO. FILED 1425

JAN 7 1991 -9 10 AM

INTERSTATE COMMERCE COMMISSION

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RECORDATION NO. FILED 1425

JAN 7 1991 -9 15 AM

January 7, 1991
INTERSTATE COMMERCE COMMISSION

17190
RECORDATION NO. FILED 1425

JAN 7 1991 -9 10 AM

INTERSTATE COMMERCE COMMISSION

Ms. Noretta R. McGee
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, D.C. 20423

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 August 30, 1983 between Genesee and Wyoming Railroad Company ("^{Assignor}Assignor") and Burlington Northern Railroad, Inc. ("^{Assignee}Assignee").

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

Assignor
Genesee and Wyoming Railroad Company
3846 Retsof Road
Retsof, New York 14539

Assignee
Burlington Northern Railroad, Inc.
9401 Indian Creek Parkway
Overland Park, Kansas 66210

Certified
Copy
Stamp
& FILE

A description of the rail cars covered by the Lease is set forth on the Equipment Schedule A 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 ^{Lease} Assignment Agreement.

Alfred J. Wirt

Cassidy

Ms. Noretta R. McGee
January 2, 1991
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The second document is an Assignment of the Assignment Agreement dated December 21, 1990 from Genesee and Wyoming Railroad Company to GWI Leasing Corporation ("Assignment"). This Assignment should be filed after the Assignment Agreement, the primary document to which it relates.

The names and addresses to the Assignment are:

Assignor

Genesee and Wyoming Railroad Company
3846 Retsoff Road
Retsoff, New York 14539

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.

Deutsche
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 06830

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
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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 August 30, 1983 between Genesee and Wyoming Railroad Company and Burlington Northern Railroad, Inc. covering seventeen (17) used 100-ton covered hopper rail cars described in Equipment Schedule A attached thereto.

Secondary Document.

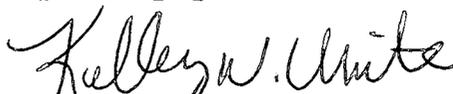
An Assignment of the Assignment Agreement, dated December 21, 1990 from Genesee and Wyoming Railroad Company to GWI Leasing Company Corporation covering ten (10) used 100-ton covered hopper rail cars described therein.

Secondary Document.

Assignment of Rents under the Assignment Agreement, dated December 27, 1990 from GWI Leasing Corporation to Deutsche Credit Corporation covering ten (10) 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

17190/A
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INTERSTATE COMMERCE COMMISSION

Lease ASSIGNMENT

For good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, GENESEE AND WYOMING RAILROAD COMPANY, a New York corporation ("Assignor"), hereby assigns to GWI LEASING CORPORATION, a Delaware corporation, all of its right, title and interest in and to the agreement with Burlington Northern Railroad, Inc., dated August 30, 1983 (the "BN Agreement") as the BN Agreement applies to ten (10) covered hopper cars with the reporting marks and numbers 810060-69.

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

Dated: December 21, 1990

GENESEE AND WYOMING RAILROAD COMPANY

By: *[Signature]*

Its: CHAIRMAN AND CEO

Accepted this 21st day of December, 1990 by:

GWI LEASING CORPORATION

By: *[Signature]*

Its: CHAIRMAN

Original Stamp FILE