

0-352A002

GENERAL ELECTRIC CAPITAL CORPORATION
44 Old Ridgebury Road
Danbury, Connecticut 06810

15507-
DEC 18 1990 9 25 AM
PHOTO REPRODUCTION UNIT
DEC 18 9 17 AM '90

December 17, 1990

INTERSTATE COMMERCE COMMISSION

Honorable Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20231

\$15.00 filing fee

Re: Recordation No. 15507

Dear Mr. Strickland:

On behalf of General Electric Capital Corporation, I submit for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder, executed counterparts of a secondary document, not previously recorded, entitled Assignment of Equipment Lease ("Assignment"), made as of December 17, 1990 and effective as of December 17, 1990.

This is under 15507 not part of next letter, (may be -A)

The parties to the enclosed Assignment are:

MNC Credit Corp - Lessor/Assignor
502 Washington Avenue
Towson, Maryland 21204

General Electric Capital Corporation
- Successor Lessor/Assignee
44 Old Ridgebury Road
Danbury, Connecticut 06810

The said Assignment acts to assign that certain Lease recorded with the Interstate Commerce Commission ("ICC") on February 18, 1988, under Recordation No. 15507, and the said Assignment should be recorded under the next available letter designation under Recordation No. 15507.

A short summary of the document to appear in the ICC Index is as follows:

"Assignment of Lease and all Equipment covered thereunder"

Charles W. Blane Jr.

12/17/1990 10:00
1.800.105 P.07

Honorable Sidney L. Strickland, Jr.
December 17, 1990
Page 2

Enclosed is a check in the amount of fifteen dollars (\$15.00) in payment of the filing fee.

Once the filing has been made, please return to bearer the stamped counterparts of the Assignment not needed for your files, together with the fee receipt, and the letter from the ICC acknowledging the filing.

Very truly yours,

By: 
Timothy R. Brewer

Attorney for the purpose
of this filing for General
Electric Capital Corporation

Enclosures

15507 A
RECORDATION NO. FILED 1990

DEC 18 1990 - 9:28 AM

INTERSTATE COMMERCE COMMISSION

ASSIGNMENT OF EQUIPMENT LEASE AGREEMENT

THIS ASSIGNMENT OF EQUIPMENT LEASE AGREEMENT ("Assignment") is made as of the 17th day of December, 1990, by and between MNC CREDIT CORP, through its division MNC LEASING ("Assignor") and GENERAL ELECTRIC CAPITAL CORPORATION, a New York Corporation ("Assignee").

Assignor, (formerly known as Maryland National Leasing Corporation), as Lessor, previously entered into an Equipment Lease Agreement (the "Lease") and an Equipment Schedule No. 1 (the "Equipment Schedule"), both dated as of February 16, 1988, with Consolidated Grain and Barge Company, a Missouri corporation, as Lessee, covering sixty-three (63) Covered Hopper Cars (the "Cars").

The Lease and the Equipment Schedule were filed as one document with the Interstate Commerce Commission pursuant to 49 U.S.C. 11303 on February 18, 1988 and assigned Recordation Number 15507.

Assignor, certain of its affiliates and Assignee are parties to a certain Asset Purchase Agreement dated as of December 12, 1990, pursuant to which, among other things, Assignee purchased from Assignor certain rail cars, and all right, title and interest of Assignor in and to the Lease.

NOW, THEREFORE, in consideration of the mutual promises of the parties and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby transfers, conveys and assigns to Assignee all of its right, title and interest in and to the Lease, the Equipment Schedule, and the Cars.

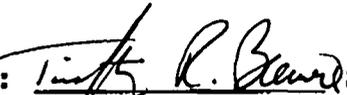
Nothing contained in this Assignment shall be deemed to constitute an assumption by Assignee of any of the obligations, liabilities or duties of the Assignor, except to the extent expressly provided for in subparagraph 2.1(c) of the Asset Purchase Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this Assignment to be duly executed under seal as of the day and year first above set forth.

MNC CREDIT CORP, through its division MNC LEASING Assignor

GENERAL ELECTRIC CAPITAL CORPORATION Assignee

By:   (SEAL)
John B. Ross
Vice President

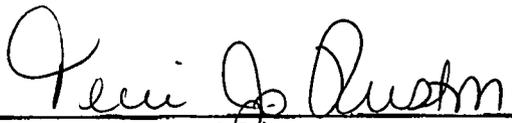
By:  (SEAL)
Timothy R. Brewer
Manager - Field Operations

502 Washington Avenue
Towson, Maryland 21204

44 Old Ridgebury Road
Danbury, Connecticut
06810-5105

STATE OF MARYLAND)
) ss.
COUNTY OF BALTIMORE)

On this 17th day of December, 1990, before me personally appeared John B. Ross, to me personally known, who being duly sworn, says that he is a Vice President of MNC LEASING, A DIVISION OF MNC CREDIT CORP, that said instrument was signed and sold on December 17, 1990 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:

5/1/94

STATE OF MARYLAND)
) ss.
COUNTY OF BALTIMORE)

On this 17th day of December, 1990, before me personally appeared Timothy R. Brewer, to me personally known, who being duly sworn, says that he is a Manager-Field Operations of GENERAL ELECTRIC CAPITAL CORPORATION, that said instrument was signed and sold on December 17, 1990 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:

5/1/94