

0100 603044



GE Capital

Legal Operation  
General Electric Capital Corporation  
44 Old Ridgebury Road, Danbury, CT 06810  
203 796-2000, Dial Comm: 8\*562-2000  
Fx: 203 796-1317

RECORDATION NO. 13249-D FILED 149R

APR 20 1995 - 3 25 PM

April 20, 1995

INTERSTATE COMMERCE COMMISSION

Recordation No. 13249 - D

LICENSING BRANCH

APR 20 3 21 PM '95

RECEIVED  
OFFICE OF THE  
SECRETARY

The Honorable Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
Washington, DC 20423

*21.00 filing fee*

Dear Mr. Williams:

On behalf of Computer & Equipment Leasing 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 Lease ("Assignment").

The parties to the enclosed Assignment are:

ITT Commercial Finance Corp. - Assignor  
645 Maryville Centre Drive  
St. Louis, MO 63141

Computer & Equipment Leasing - Assignee  
Corporation  
645 Maryville Centre Drive  
St. Louis, MO 63141

The said Assignment, among other things, acts to assign to Assignee all right, title and interest of Assignor as in Lessor that certain Railroad Equipment Lease, dated as of April 15, 1981 and recorded September 30, 1981, under Recordation No. 13249 insofar as the Lease covers 4 railcar units, and should be recorded under the next available letter under Recordation No. 13249 which we believe will be D.

The equipment covered by the Assignment are the units identified in Schedule A attached hereto.

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

*Counterparts - Williams*

"Assignment of Lessor's interest in the above lease."

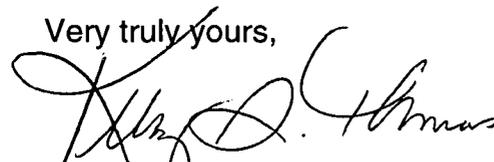
Please index separately the name of the above-mentioned Assignee in the ICC "Vendee/Assignee" Index Book ("white pages") as follows:

Index under Computer & Equipment Leasing Corporation saying, "See Recordation No. 13249 - D".

Enclosed is a check in the amount of twenty-one dollars (\$21.00) in payment of the filing fees.

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,

A handwritten signature in black ink, appearing to read "Kelly S. Thomas". The signature is fluid and cursive, with a large initial "K" and "S".

Kelly S. Thomas  
Region Counsel



Interstate Commerce Commission  
Washington, D.C. 20423-0001

4/20/95

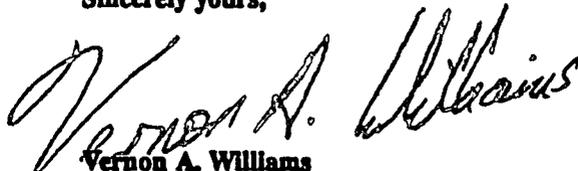
Office Of The Secretary

. Kelly S. Thomas  
. 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 4/20/95 at 3:25PM, and assigned recordation number(s). 13249-D.

Sincerely yours,

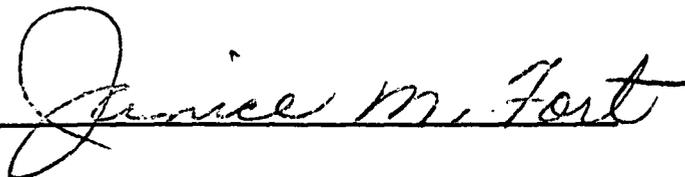
  
Vernon A. Williams  
Secretary

Enclosure(s)

(0100603044)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



RECORDATION NO. 13249-D  
FILED 1995

APR 20 1995 - 3 25 PM

INTERSTATE COMMERCE COMMISSION

**ASSIGNMENT OF LEASE**

This Assignment of Lease ("Assignment"), effective as of April 20, 1995 is by and between ITT Commercial Finance Corporation, a Nevada corporation ("Assignor") and Computer & Equipment Leasing Corporation, a Wisconsin corporation, with an address at 645 Maryville Centre Drive, St. Louis, MO 63141 ("Assignee").

**WITNESSETH:**

WHEREAS, by that certain Railroad Equipment Lease, dated as of April 15, 1981 (the "Lease"), and recorded September 30, 1981 with the Interstate Commerce Commission ("ICC"), under Recordation No. 13249 Assignor (f/k/a/ ITT Industrial Credit Company) did lease to Wanda Petroleum Company, a Texas corporation Twenty-six (26) 100 Ton Roller Bearing DOT 105 A400W, 33500 gallon, non-coiled tank cars (twenty of which have previously been released pursuant to that certain Partial Release Agreement dated as of March 15, 1992 between such parties recorded with the ICC on April 6, 1992 under Recordation No. 13249-C); and

WHEREAS, Assignor desires to assign to Assignee and Assignee desires to accept from Assignor, all of Assignor's right, title and interest in the Lease only insofar as such Lease covers the units described on Exhibit A attached hereto (the "Assigned Units");

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 Lease insofar as such Lease covers the Assigned Units and in the Assigned Units.

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

ITT COMMERCIAL FINANCE CORP.

By: General Electric Capital Corporation,  
Attorney in fact

By: T. R. Brewer  
Name: Timothy R. Brewer  
Title: Manager - Field Operation  
Date: April 12, 1995

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

COMPUTER & EQUIPMENT  
LEASING CORPORATION

By: General Electric Capital  
Corporation, Attorney in fact

By: T. R. Brewer  
Name: Timothy R. Brewer  
Title: Manager - Field Operation  
Date: April 12, 1995

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



**EXHIBIT A**

Four (4) 100 Ton Roller Bearing DOT 105 A400W, 33,500 gallon, non-coiled tank cars:

LEYX 608  
LEYX 614  
LEYX 615  
LEYX 616