



0100603047

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-E
April 20, 1995 FILED 1495

APR 20 1995 -3 45 PM

Recordation No. 13249-E
INTERSTATE COMMERCE COMMISSION

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

\$21.00 filing fee

Dear Mr. Williams:

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 Lease ("Assignment").

The parties to the enclosed Assignment are:

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

General Electric Capital Corporation - Assignee
44 Old Ridgebury Road
Danbury, CT 06810

RECEIVED
OFFICE OF THE
SECRETARY
APR 20 3 41 PM '95
LICENSING BRANCH

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 such Lease covers 4 railcar units, and should be recorded under the next available letter under Recordation No. 13249 which we believe will be E.

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 - [Handwritten signature]

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

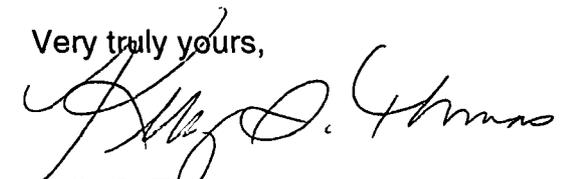
Please index separately the name of the above-mentioned Assignee in the ICC "Vendee/Assignee" Index Book ("white pages") as follows:

Index under General Electric Capital Corporation saying, "See Recordation No. 13249 - E".

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 3:45PM, and assigned recordation number(s). 13249-E.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

(0100603047)

\$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

13249-E

RECORDATION NO. 13249-E FILED 1425
APR 20 1995 -3 45 PM
INTERSTATE COMMERCE COMMISSION

ASSIGNMENT OF LEASE

This Assignment of Lease ("Assignment"), effective as of April 20, 1995 is by and between Computer & Equipment Leasing Corporation, a Wisconsin corporation ("Assignor") and General Electric Capital Corporation, a corporation of the state of New York, with an address at 44 Old Ridgebury Road, Danbury, CT 06810 ("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 ITT Commercial Finance Corp. (f/k/a/ ITT Industrial Credit Company) ("ITT") 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, pursuant to an assignment to be recorded shortly with the ICC, ITT assigned to Assignor all of ITT'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"); and

WHEREAS, by that certain unrecorded Asset and Stock Purchase Agreement dated as of March 31, 1995, Assignee acquired, among other things, the Lease and the Assigned Units from Assignor, subject to a Delayed Closing predicated upon the rail cars being located in certain states; and

WHEREAS, the Delayed Closing has taken place in accordance with the terms of the aforesaid 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 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 only insofar as the Lease covers the Assigned Units and 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.

COMPUTER & EQUIPMENT
LEASING CORPORATION

GENERAL ELECTRIC CAPITAL
CORPORATION

By: General Electric Capital Corporation,
Attorney in fact

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

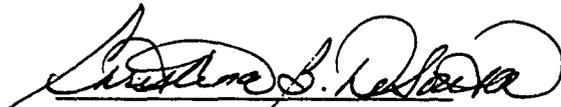
Address:
645 Maryville Centre Drive
St. Louis, MO 63141

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

Address:
44 Old Ridgebury Road
Danbury, CT 06810

STATE OF CONNECTICUT)
 : ss.
COUNTY OF FAIRFIELD)

On this 12th day of April, 1995, before me personally appeared Timothy R. Brewer, to me personally know, who being duly sworn, says that he is a Mgr Field Operations of General Electric Capital Corporation, that said instrument was signed on April 12, 1995 on behalf of said corporation as attorney in fact for Computer & Equipment Leasing Corporation by authority of Computer & Equipment Leasing Corporation's Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation as attorney in fact for Computer & Equipment Leasing Corporation.


Notary Public

[NOTARIAL SEAL]

My Commission Expires:

~~CHRISTINA B. DE SOUSA~~
NOTARY PUBLIC
MY COMMISSION EXPIRES JULY 31, 1998

STATE OF CONNECTICUT)
 : ss.
COUNTY OF FAIRFIELD)

On this 12th day of April, 1995, before me personally appeared Timothy R. Brewer to me personally know, who being duly sworn, says that he is a Mgr Field Operations of General Electric Capital Corporation, that said instrument was signed on April 12, 1995 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:

~~CHRISTINA B. DE SOUSA~~
NOTARY PUBLIC
MY COMMISSION EXPIRES JULY 31, 1998

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