

SEYFARTH, SHAW, FAIRWEATHER & GERALDSON
55 EAST MONROE STREET
CHICAGO, ILLINOIS 60603-5803

LOS ANGELES OFFICE
ONE CENTURY PLAZA - SUITE 3300
2029 CENTURY PARK EAST
LOS ANGELES, CALIFORNIA 90067-3063
AREA CODE 213 277-7200
FACSIMILE 213 201-5219

NEW YORK OFFICE
187 THIRD AVENUE
NEW YORK, NEW YORK 10017-2013
AREA CODE 212 715-9000
FACSIMILE 212 752-3116

AREA CODE 312 346-8000
TELE: 25222
FACSIMILE 312 269-8869

SACRAMENTO OFFICE
770 L STREET
SUITE 1150

SACRAMENTO, CALIFORNIA 95814-3325
AREA CODE 916 446 3972
FACSIMILE 916 446 3972
JULY 1, 1991

WASHINGTON, D.C. OFFICE
816 CONNECTICUT AVENUE, N.W.
WASHINGTON, D.C. 20006-4004
AREA CODE 202 463-2400
FACSIMILE 202 628-5393

RECORDATION NO

11119-A

SAN FRANCISCO OFFICE
300 CALIFORNIA STREET
SUITE 2600

SAN FRANCISCO, CALIFORNIA 94111-5658
AREA CODE 415 397-2623
FACSIMILE 415 397-6549
JUL 2 1991

INTERSTATE COMMERCE COMMISSION

1-183A022

Sidney L. Strickland, Jr., Secretary
Interstate Commerce Commission
Room 2303
12th & Constitution
Washington, D.C. 20423
Attention: Mrs. Mildred R. Lee/DOCUMENTS FOR RECORDATION

Re: RECORDATION NO. 11119

Dear Mr. Strickland:

I am an attorney representing a party to the enclosed document.

I have enclosed two (2) originals and two (2) certified copies of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the United States Code and the regulations adopted thereto.

The document is a secondary document. The document is: Assignment Agreement, a secondary document, dated June 28, 1991.

The primary document to which this is connected is a Lease Agreement among U.S. Steel Credit Corporation, Minnesota, Dakota & Western Railway Company and Itel Corporation, filed with the Commission under Recordation No. 11119.

The names and addresses of the parties to this document are as follows:

Assignor: USX CREDIT, a division of USX CORPORATION,
successor by merger to
U.S. Steel Credit Corporation
600 Grant Street
Pittsburgh, Pennsylvania 15219

Assignee: GENERAL ELECTRIC RAILCAR
LEASING SERVICES CORPORATION
33 West Monroe Street
Chicago, Illinois 60603

JUL 2 1991

Interstate Commerce Commission

July 1, 1991

A description of the equipment covered by the document follows:

99 100-ton Plate C boxcars with 10' plug doors,
manufactured by FMC in 1979, bearing Running Marks and
Numbers: MDW 8000-8099, inclusive, except MDW 8028

A fee of \$15.00 is enclosed. Please return the original and any
extra copies not needed by the Commission for recordation and
the enclosed copy of this letter, each stamped with your
recordation number, to:

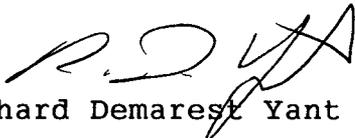
Richard Demarest Yant
Seyfarth, Shaw, Fairweather & Geraldson
55 E. Monroe Street, Suite 4200
Chicago, Illinois 60603

A short summary of the document to appear in the index follows:

Assignment Agreement between USX CREDIT, A DIVISION OF USX
CORPORATION, successor by merger to U.S. Steel Credit
Corporation, 600 Grant Street, Pittsburgh, Pennsylvania 15219
(Assignor) to GENERAL ELECTRIC RAILCAR LEASING SERVICES
CORPORATION, 33 West Monroe Street, Chicago, Illinois 60603
(Assignee) dated June 28, 1991, and covering 99 railroad boxcars.

Very truly yours,

SEYFARTH, SHAW, FAIRWEATHER & GERALDSON
By


Richard Demarest Yant

RDY
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

7/3/91

OFFICE OF THE SECRETARY

Richard Demarest Yant

Seyfarth, Shaw, Fairweather & Geraldson

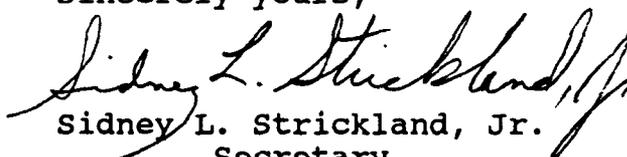
55 East Monroe Street

Chicago, Illinois 60603- 5803

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 7/2/91 at 2:05pm , and assigned recordation number(s). 11119-A

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

Assignment Agreement

11119A
JUL 2 1991 2:05 PM
INTERSTATE COMMISSION

FOR VALUE RECEIVED, USX CREDIT, a division of USX CORPORATION ("Assignor") hereby assigns to General Electric Railcar Leasing Services Corporation ("Assignee") all its right, title and interest under the agreements and documents identified on Schedule 2 attached hereto (the "Agreements"), which relate to the equipment described on Schedule 1 attached hereto (the "Railcars"). Assignee hereby accepts the foregoing assignment and assumes the obligations of Assignor thereunder arising from and after this date.

IN WITNESS WHEREOF, Assignor and Assignee have executed this Assignment as of the 28th day of June, 1991.

USX CREDIT, A DIVISION OF USX CORPORATION

By: Dale L. Hamer

Name: DALE L. HAMER

Title: VICE-PRESIDENT

GENERAL ELECTRIC RAILCAR LEASING SERVICES CORPORATION

By: Robert H. Tucker

Name: ROBERT H. TUCKER

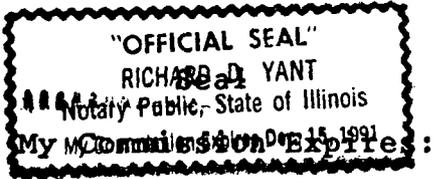
Title: SA VP

ACKNOWLEDGEMENT

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS

The foregoing instrument was acknowledged before me
this 28th day of December, 1991
by Robert H. Tucker,
the Senior Vice President of GENERAL ELECTRIC
RAILCAR LEASING SERVICES CORPORATION, on behalf of said
corporation.

[Signature]
Notary Public

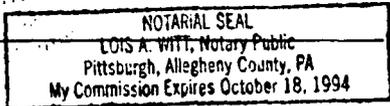


STATE OF Pennsylvania)
)
COUNTY OF Allegheny) SS

The foregoing instrument was acknowledged before me
this 28th day of June, 1991
by Dale L. Hamer,
the Vice President of USX Credit, a Div. of USX CORPORATION, on
behalf of said corporation.

[Signature]
Notary Public

Seal
My Commission Expires:



SCHEDULE 1
The Railcars

Ninty-nine 100-ton Plate C boxcars with 10' plug doors,
manufactured by FMC in 1979, bearing Running Marks and
Numbers:

MDW 8000-8099, inclusive, except MDW 8028

Total: 99 Railcars

SCHEDULE 2 TO ASSIGNMENT AGREEMENT

AGREEMENTS

1. Lease Agreement dated November 14, 1979, by and among U.S. Steel Credit Corporation, Minnesota, Dakota and Western Railway Company and Itel Corporation.

2. Parent Company Agreement dated November 9, 1979 by Boise Cascade Corporation in favor of U.S. Steel Credit Corporation.

