

6328-A  
RECORDATION NO. \_\_\_\_\_  
Filed & Recorded  
DEC 13 1971 - 10 50 AM  
INTERSTATE COMMERCE COMMISSION

ASSIGNMENT OF LEASE

WHEREAS, Trust Company for USL, Inc., as Trustee under a Trust Agreement dated September 8, 1971 (the "Lessor"), and Grand Trunk Western Railroad Company, as Lessee (the "Lessee"), have entered into an Equipment Lease dated September 8, 1971 (the "Lease") providing for the lease by the Lessor to the Lessee of certain railroad rolling stock;

WHEREAS, United California Bank (the "Assignee") has agreed to loan the Lessor an aggregate amount sufficient to purchase the railroad rolling stock which is to be the subject matter of the Lease:

NOW, THEREFORE, in consideration of the premises and as inducement for the Assignee to make the aforesaid loans and in order to secure the payment of principal of and interest on the Interim Notes evidencing said loans, the Lessor hereby assigns, transfers and sets over unto the Assignee, all of the Lessor's right, title and interest as Lessor under the Lease including without limitation the Lessor's right to receive and collect all rentals and other sums payable to or receivable by the Lessor under or pursuant to the provisions of the Lease.

Attest:

UNITED CALIFORNIA BANK,  
as Assignee

(Seal)

*Tom Carlson*  
Secretary

By *[Signature]*  
Its Vice President

Attest:

TRUST COMPANY FOR USL, INC.,  
as Trustee under Grand Trunk  
Western Trust No. 7

(Seal)

*Richard Cozen*  
Secretary

By *Ben Maushardt*  
Its President

LESSEE'S CONSENT AND AGREEMENT  
TO ASSIGNMENT OF LEASE

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The undersigned, as the Lessee under the Lease referred to in the foregoing Lease Assignment, hereby

- (a) acknowledges receipt of a copy of the Lease Assignment,
- (b) consents to all the terms and conditions thereof, and
- (c) agrees that it will pay all sums referred to in the Lease Assignment due and to become due under the Lease in accordance with the provisions of the Lease Assignment directly to the Assignee at 405 Montgomery Street, San Francisco, California 94104, and that the rights of the Assignee specified in Section 16.1 of the Lease are hereby acknowledged.

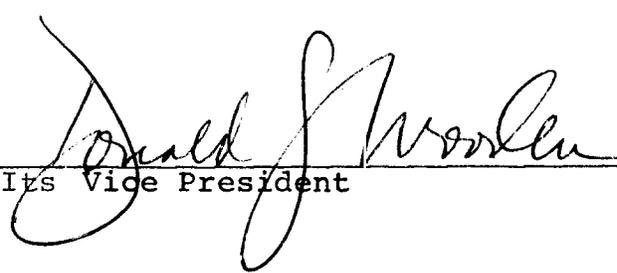
Attest:

GRAND TRUNK WESTERN RAILROAD COMPANY

(Seal)

  
\_\_\_\_\_  
Secretary

By

  
\_\_\_\_\_  
Its Vice President

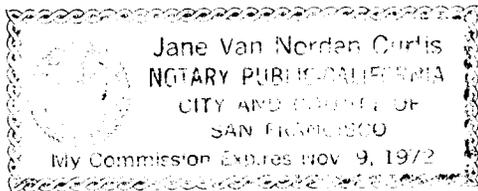
STATE OF CALIFORNIA )  
 )  
CITY AND COUNTY OF SAN FRANCISCO ) ss.

On this 17<sup>th</sup> day of November, 1971, before me personally appeared T. S. [unclear], to me personally known, who being by me duly sworn, says that he is the Vice President of UNITED CALIFORNIA BANK, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed 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.

(Seal)

Jane Van Norden Curtis

My commission expires: Nov 9, 1972



STATE OF CALIFORNIA )  
 )  
CITY AND COUNTY OF SAN FRANCISCO ) ss.

On this 12<sup>th</sup> day of November, 1971, before me personally appeared Ben Maushardt, to me personally known, who being by me duly sworn, says that he is the President of TRUST COMPANY FOR USL, INC., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed 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.

(Seal)

Jane M. Shiigi

My commission expires:



STATE OF MICHIGAN )  
                          )       ss.  
COUNTY OF WAYNE    )

On this *1<sup>st</sup>* day of *December*, 1971, before me personally appeared *Donald B. Woodin*, to me personally known, who being by me duly sworn, says that he is the *Vice President* of GRAND TRUNK WESTERN RAILROAD COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed 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.

(Seal)

*Jacqueline Isabelle Pearce*

My commission expires:

JACQUELINE ISABELLE PEARCE  
Notary Public, State of Michigan  
Acting in Vicarious Capacity  
My Commission Expires May 7, 1973