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RECORDATION NO. 7447

December 1, 1987

WRITER'S DIRECT DIAL NUMBER

FEDERAL EXPRESS

Interstate Commerce Commission
12th Street and Constitution Avenue N.W.
Washington, D.C. 20423

Attn: Ms. Mildred Lee
Room 2303

Secretary of Interstate Commerce Commission:

We are special counsel to Bankers Trust Company of California, National Association ("Bankers Trust"). On behalf of Bankers Trust, we have enclosed an original and one counterpart of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the United States Code and the regulations promulgated thereunder.

This document is an Agreement to Assign and Transfer Interest in Lease of Railroad Equipment and in Assignment of Lease and Agreement, a secondary document, dated as of August 17, 1987 (the "Agreement").

The primary document to which this is connected is recorded under Recordation No. 7447.

We request that the Agreement be cross-indexed.

DEC 3 1987 -10 42

INTERSTATE COMMERCE COMMISSION

12-3-87
100 Washington, D.C.

Secretary of Interstate Commerce Commission
December 1, 1987

2.

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

Assignor/Transferor

Wells Fargo Bank, National Association
343 Sansome Street, 11th Floor
San Francisco, California 94104
Attn: Jack W. Wetzell,
Vice President

Assignee/Transferee

Bankers Trust Company of California,
National Association
50 Fremont Street, 10th Floor
San Francisco, California 94105
Attn: Lawrence J. Bell,
Assistant Vice President

A description of the equipment covered by the Agreement follows:

	<u>Quantity</u>	<u>Lessee's Road Numbers (Inclusive)</u>
Bay window caboose car	5	WP 476-480
52' 150-ton capacity, depressed center flat car	2	WP 1601-1602
40' 100-ton, 2770 cu. ft. capacity, open top hopper car	93	WP 10086-10178
52'6" 70-ton capacity, insulated box car with air bag load dividers	122	WP 65279-65400

Secretary of Interstate Commerce Commission
December 1, 1987

3.

<u>Quantity</u> (continued)	<u>Lessee's Road Numbers</u> (Inclusive) (continued)
60' 100-ton capacity, insulated box car with air bag load dividers and cushioned underframe 50	WP 66501-66550

A fee of \$10 is enclosed, as required by 49 C.F.R. §1177.3(c). Please return the original and any extra copies not needed by the Commission for recordation to the undersigned at Brobeck, Phleger & Harrison, One Market Plaza, Spear Street Tower, San Francisco, California 94105.

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

Agreement to Assign and Transfer between Wells Fargo Bank, N.A., 343 Sansome Street, San Francisco, California 94104 and Bankers Trust Company of California, N.A., 50 Fremont Street, San Francisco, California 94105, dated as of August 17, 1987 and covering 5 bay window caboose cars, 2 52' 150-ton capacity, depressed center flat cars, 93 40' 100-ton, 2770 cu. ft. capacity, open top hopper cars, 122 52'6" 70-ton capacity, insulated box cars and 50 60' 100-ton capacity, insulated box cars, and connected to the Lease of Railroad Equipment and the Assignment of Lease and Agreement, both dated as of February 1, 1974 and assigned Recordation No. 7447, as amended.

Secretary of Interstate Commerce Commission
December 1, 1987

4.

Please do not hesitate to contact me or Steven
Tonsfeldt of this firm at (415) 442-0900 if you have any
questions or require any additional information.

Very truly yours,



Carol S. Etherington,
Attorney for
Bankers Trust Company of
California, N.A.

cc: Jack W. Wetzel
Lawrence J. Bell

Enclosure
G1005-2-0

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Carol S. Etherington
Brobeck, Phleger & Harrison
One Market Plaza
Spear Street Tower
San Francisco, CA 94105

Dear

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12-3/87 at 10:40AM, and assigned re-
recording number(s). 7536-B, 7494-C, 7446-B, 7493-B & 7447-D

Sincerely yours,

Noreta R. McGehee
Secretary

Enclosure(s)

AGREEMENT TO ASSIGN AND TRANSFER
INTEREST IN LEASE OF
RAILROAD EQUIPMENT AND IN ASSIGNMENT
OF LEASE AND AGREEMENT

RECORDATION NO. 7447-D
FILED 1987

August 17, 1987

DEC 3 1987 - 10 40 AM

INTERSTATE COMMERCE COMMISSION

WHEREAS, Wells Fargo Bank, National Association, ("Wells Fargo") has agreed to sell a certain portion of its corporate trust, corporate agency, related escrow and stock transfer business (the "Corporate Trust Business") to Bankers Trust Company of California, National Association ("Bankers Trust") pursuant to a Purchase Agreement dated as of February 27, 1987 (the "Purchase Agreement") between Wells Fargo and Bankers Trust (as successor to BT Trust Company of California, National Association); and

WHEREAS, in connection with the sale of the Corporate Trust Business, the individual corporate trust accounts described in the Purchase Agreement were transferred from Wells Fargo to Bankers Trust, and Bankers Trust succeeded to Wells Fargo's position as trustee pursuant to such accounts, effective August 17, 1987, by operation of law in accordance with Section 2050 et seq. of the California Financial Code with the approval of the California State Banking Department; and

WHEREAS, certain of the corporate trust accounts transferred pursuant to the Purchase Agreement relate to arrangements entered into in connection with the lease

financing of certain units of railroad equipment (the "Railway Accounts"); and

WHEREAS, certain documents relating to the railroad equipment in these arrangements have been previously filed and recorded with the Interstate Commerce Commission ("ICC") in accordance with the provisions of Section 11303 of Title 49 of the United States Code; and

WHEREAS, Wells Fargo and Bankers Trust now desire to give notice to all persons of the assignment and transfer to Bankers Trust of the interest held by Wells Fargo in the Railway Accounts, and to make such assignment and transfer of interest enforceable against all such persons;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Wells Fargo does hereby assign and transfer to Bankers Trust and its successors and assigns, effective as of August 17, 1987, and Bankers Trust hereby accepts and assumes, all of the estates, properties, rights, powers, duties and trusts of Wells Fargo as Lessor under that certain Lease of Railroad Equipment and as Assignor under that certain Assignment of Lease and Agreement, both documents dated as of February 1, 1974, recorded with the ICC on March 24, 1974 and assigned Recordation No. 7447, as amended by the Amendment Agreement dated as of June 1, 1974, recorded with the ICC on July 1, 1974 and assigned Recordation No. 7447-A, and as further amended by the

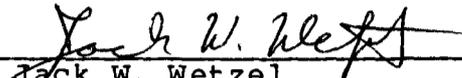
Amendment Agreement dated as of October 15, 1974, recorded with the ICC on November 13, 1974 and assigned Recordation No. 7447-B, such documents covering five (5) bay window caboose cars bearing Western Pacific Railroad Company, as lessee ("Lessee"), road numbers WP 476-480, inclusive, two (2) 52' 150-ton capacity, depressed center flat cars bearing Lessee road numbers WP 1601-1602, inclusive, ninety-three (93) 40' 100-ton, 2770 cu. ft. capacity, open top hopper cars bearing Lessee road numbers WP 10086-10178, inclusive, one hundred and twenty-two (122) 52'6" 70-ton capacity, insulated box cars with air bag load dividers bearing Lessee road numbers WP 65279-65400, inclusive, and fifty (50) 60' 100-ton capacity, insulated box cars with air bag load dividers and cushioned underframes bearing Lessee road numbers WP 66501-66550, inclusive; and

FURTHERMORE, Wells Fargo and Bankers Trust hereby agree that this Agreement should be recorded with the ICC in

accordance with Section 11303 of Title 49 of the United States Code, and the regulations promulgated thereunder.

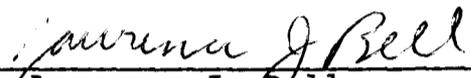
WELLS FARGO BANK,
NATIONAL ASSOCIATION

[SEAL]


By: Jack W. Wetzel
Title: Vice President

BANKERS TRUST COMPANY OF
CALIFORNIA, NATIONAL ASSOCIATION

[SEAL]


By: Lawrence J. Bell
Title: Assistant Vice President

State of California)
) ss
County of San Francisco)

On this 2nd day of December, 1987
before me personally appeared Jack W. Wetzel to me personally known, who being by me duly sworn, says that he is the Vice President of Wells Fargo Bank, National Association, that the seal affixed to the foregoing instrument is the corporate seal of said association, that said instrument was signed and sealed on behalf of said association by authority of its Board of Directors, and that he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

Patricia R. Angeles
Notary Public

My Commission
Expires on Dec. 7, 1988



State of California)
) ss
County of San Francisco)

On this 25th day of November, 1987

before me personally appeared Lawrence J. Bell, to me personally known, who being by me duly sworn, says that he is the Assistant Vice President of Bankers Trust Company of California, National Association, that the seal affixed to the foregoing instrument is the corporate seal of said association, that said instrument was signed and sealed on behalf of said association by authority of its Board of Directors, and that he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

Daniel G. Nerney
Notary Public

My Commission
Expires on May 20, 1991

