

RECORDED AND INDEXED 8572-C

JUN 28 1989 -11 15 AM

INTERSTATE COMMERCE COMMISSION

ASSIGNMENT AND ASSUMPTION AGREEMENT

THIS ASSIGNMENT AND ASSUMPTION AGREEMENT dated as of June 13, 1989 is made by and between Itel Rail Holdings Corporation, a Delaware corporation that is successor to Itel Rail Corporation by name change ("Assignor"), and Itel Rail Corporation, a Delaware corporation ("Assignee").

1. Assignment. For valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee, effective on the date hereof,

- (i) Participation Agreement dated as of October 15, 1976, as amended (as amended, the "Participation Agreement") among SSI Rail Corp. ("SSI") (predecessor to Itel Rail Corporation), Union Safe Deposit Bank ("Union"), The Travelers Life and Annuity Company ("Travelers"), First Security Bank of Utah, N.A. (the "Owner-Trustee") and Harris Trust and Savings Bank (the "Trustee");
- (ii) Equipment Lease dated as of October 15, 1976, as amended (as amended, the "Equipment Lease") between SSI and the Owner-Trustee;
- (iii) Indemnity Agreement dated as of October 15, 1976, between SSI and Union (the "Indemnity Agreement");
- (iv) Assignment and Amendment of Operative Agreements dated as of September 15, 1983, as amended (as amended, the "Amendment") among Itel Corporation, Itel Rail Corporation, Union, Travelers, the Owner-Trustee and the Trustee

and any ancillary agreements to which Itel Rail Holdings Corporation is a party delivered by its predecessors in connection with the foregoing (collectively, the "Operative Agreements") and all of Assignor's right, title and interest in and to each of the Operative Agreements, subject, however, to the obligations contained in, and the terms, covenants, conditions and provisions of, the Operative Agreements. Assignor also hereby assigns to Assignee all of Assignor's right and interest in the railcars subject to the Operative Agreements (the "Railcars") and all of Assignor's right, title and interest in all lease agreements for the lease of the Railcars under which Assignor is the lessor, to the extent they relate to the Railcars (the "Customer Leases").

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2. Assumption. Assignee hereby assumes, on and after the date hereof, all of Assignor's obligations contained in, and the terms, covenants, conditions and provisions of, the Operative Agreements and the Customer Leases.

3. Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of California without regard to its conflicts of law doctrine.

IN WITNESS WHEREOF, Assignor and Assignee have executed this Agreement on the date first above written.

ITEL RAIL HOLDINGS CORPORATION  
(Assignor)

By:                     Hans Chub                    

Title:                     Asst. Secy                    

ITEL RAIL CORPORATION  
(Assignee)

By:                     D. Hayes                    

Title:                     PRESIDENT

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

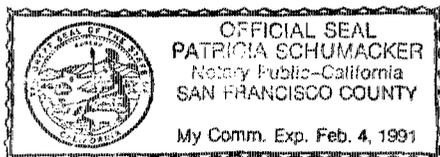
On this \_\_\_\_ day of June 1989, before me personally appeared Howard L. Chabner, to me personally known, who being by me duly sworn says that such person is Assistant General Counsel of Itel Rail Holdings Corporation, that the foregoing Assignment and Assumption Agreement was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



*patricia schumacker*

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

On this \_\_\_\_ day of June 1989, before me personally appeared Desmond P. Hayes, to me personally known, who being by me duly sworn says that such person is President of Itel Rail Corporation, that the foregoing Assignment and Assumption Agreement was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



*patricia schumacker*