BROBECK, PHLEGER & HARRISON
ATTORNEYS AT LAW
SPEAR STREET TOWER
ONE MARKET PLAZA
SAN FRANCISCO, CALIFORNIA 94105
FACSIMILE: (415) 442-1010
TELEX: INT'L 6771160 BPH UW DOMESTIC 34228 BPH SFO
TELEPHONE: (415) 442-0900

LOS ANGELES OFFICE
444 SOUTH FLOWER STREET
LOS ANGELES, CALIFORNIA 90017
(213) 489-4060

SAN DIEGO OFFICE
225 BROADWAY
SUITE 2100
SAN DIEGO, CALIFORNIA 92101
(619) 234-1966

PALO ALTO OFFICE
TWO EMBARCADERO PLACE
2200 GENG ROAD
PALO ALTO, CALIFORNIA 94303
(415) 424-0160

EAST BAY OFFICE
4309 HACIENDA DRIVE
SUITE 350
PLEASANTON, CALIFORNIA 94566
(415) 463-1991

NEWPORT BEACH OFFICE
4675 MACARTHUR COURT
SUITE 1000
NEWPORT BEACH, CALIFORNIA 92660
(714) 752-7535

WRITER'S DIRECT DIAL NUMBER

INTERSTATE COMMERCE COMMISSION
FEB 16 1988 11-00 AM
RECORDATION NO. 14089-A
FILED 1425

February 12, 1988

FEB 16 1988 11-00 AM
INTERSTATE COMMERCE COMMISSION
Date 2-16-88
Fee $ 10.00
ICC Washington, D.C.

FEDERAL EXPRESS

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

Attn: Railroad Liens Unit
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 Security Agreement - Trust Deed, a secondary document, dated as of August 17, 1987 (the "Agreement").

The primary document to which this is connected is recorded under Recordation No. 14089.

We request that the Agreement be cross-indexed.

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. Wetzel,
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:

Ninety-nine (99) 52'6" 70-ton insulated "RBL" type railroad box cars bearing Stockton Terminal and Eastern Railroad, as sublessee, road numbers STE 2008-2056, inclusive, and STE 2058-2107, inclusive.

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 ninety-nine (99) 52'6" 70-ton insulated "RBL" type railroad box cars bearing Stockton Terminal and Eastern Railroad, as sublessee, road numbers STE 2008-2056, inclusive, and STE 2058-2107, inclusive, and connected to the Security Agreement - Trust Deed dated as of June 1, 1983 and assigned ICC Recordation No. 14089.

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
G1005-3-C

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY
Brobeck, Phleger & Harrison
One Market Plaza
Spear Street Tower
San Francisco, CA 94105

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 2/16/88 at 11:00AM, and assigned recordation number(s). 7112-A, 8381-B, 12690-A, 12691-B, 14089-A, 10357-A 10356-A, 10355-A, 10354-D, 7055-A, 9348-G, 7054-B & 9349-G

Sincerely yours,

Noreta R. McGee

Secretary

Enclosure(s)

AGREEMENT TO ASSIGN AND TRANSFER INTEREST IN SECURITY AGREEMENT - TRUST DEED

INTERSTATE COMMERCE COMMISSION
FEB 16 1988 11-00 AM
RECORDATION NO. 14089-A Filed 1425

August 17, 1987

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 Debtor under that certain Security Agreement - Trust Deed dated as of June 1, 1983, recorded with the ICC on July 1, 1983 and assigned ICC Recordation No. 14089, such document covering ninety-nine (99) 52'6" 70-ton insulated "RBL" type railroad box cars bearing Stockton Terminal and Eastern Railroad, as sublessee, road numbers STE 2008-2056, inclusive, and STE 2058-2107, 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]

Jack W. Wetzel

By: Jack W. Wetzel
Title: Vice President

BANKERS TRUST COMPANY OF
CALIFORNIA, NATIONAL ASSOCIATION

[SEAL]

Lawrence J. Bell

By: Lawrence J. Bell
Title: Assistant Vice President

State of California)
) ss
County of San Francisco)

On this 22nd 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.

OFFICIAL SEAL
PATRICIA R. ANGELES
NOTARY PUBLIC - CALIFORNIA
SAN FRANCISCO COUNTY
My commission expires Dec. 7, 1988

Patricia R. Angeles
Notary Public

My Commission
Expires on Dec. 7, 1988

G1005-2-P-De08

State of California)
) ss
County of San Francisco)

On this 31st day of December, 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 J. Nerney
Notary Public

My Commission Expires on May 20, 1991

OFFICIAL SEAL
DANIEL J. NERNEY
NOTARY PUBLIC - CALIFORNIA
CITY AND COUNTY OF SAN FRANCISCO
My Comm. Expires May 20, 1991

G1005-2-P-De08