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NEWPORT BEACH, CALIFORNIA 92660
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WRITER'S DIRECT DIAL NUMBER

December 1, 1987

RECORDATION NO. 7493-B Filed 1425

DEC 3 1987 -10 40 AM

INTERSTATE COMMERCE COMMISSION

Date 12-3-87

Fee $ 10.00

ICC Washington, D. C.

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 Conditional Sales 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. 7493.

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:

Five (5) bay window caboose cars bearing Western Pacific Railroad Company, as lessee, road numbers WP 476-480, 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 five (5) bay window caboose cars bearing Western Pacific Railroad Company, as lessee, road numbers WP 476-480, inclusive, and connected to the Conditional Sales Agreement dated as of February 1, 1974 and assigned Recordation No. 7493.

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
G1005-2-3

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-recordation number(s). 7536-B, 7494-C, 7446-B, 7493-B & 7447-D

Sincerely yours,

Noreta R. McGee
Secretary

Enclosure(s)

AGREEMENT TO ASSIGN AND TRANSFER INTEREST IN CONDITIONAL SALES AGREEMENT (INTERNATIONAL CAR CO.)

RECORDATION NO. 7493-B Filed 1425

DEC 3 1987 -10 40 AM

INTERSTATE COMMERCE COMMISSION

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 Vendee under that certain Conditional Sales Agreement dated as of February 1, 1974, recorded with the ICC on May 2, 1974 and assigned Recordation No. 7493, such document covering five (5) bay-window caboose cars bearing Western Pacific Railroad Company, as lessee, road numbers WP 476-480, 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

G1005-2-P-No24

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

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

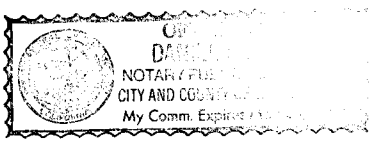
G1005-2-P-No24

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 J. Kerney
Notary Public

My Commission Expires on May 20, 1981



G1005-2-P-No24