

RECORDED TO 7498-2
FILED 1425

MAY 14 1992 -3 55 PM

INTERSTATE COMMERCE COMMISSION

ASSIGNMENT AND ASSUMPTION AGREEMENT

THIS ASSIGNMENT AND ASSUMPTION AGREEMENT is dated as of May 8, 1992 by and between **THE FEDERAL DEPOSIT INSURANCE CORPORATION ("FDIC") AS RECEIVER OF THE NEW BANK OF NEW ENGLAND, N.A. AND BANK OF NEW ENGLAND, N.A.**, not in its individual capacity but solely as trustee (herein the Trustee) under a Trust Agreement dated as of May 1, 1974 and **FIRST BANK NATIONAL ASSOCIATION**, as successor by assignment to the interest of American Road Equity Corporation under the Trust Agreement, (herein the "Owner").

WHEREAS the Trustee and Owner are parties to a Trust Agreement dated as of May 1, 1974 as amended by a First Amendment dated as of May 1, 1974 and a Second Amendment dated as of December 15, 1974.

WHEREAS the Trustee has entered into a Lease of Railroad Equipment dated as of May 1, 1974 (the "Lease") with the Atchison, Topeka and Santa Fe Railway Company (the "lessee");

WHEREAS the Owner has terminated the Trust Agreement and wishes to assume the obligations of the Lessor under the lease in order to enforce the end of term obligations of the Lessee and for all other purposes.

NOW THEREFORE, for \$1.00 and other good and valuable consideration, receipt of which is hereby acknowledged, the Trustee and the Owner hereby agree as follows:

1. The Trustee hereby assigns, transfers and conveys to the Owner all of its interest in the Trust Estate under the Trust Agreement and all of its interest as Lessor under the Lease and all of its interest in any and all documents, agreements, certificates and opinions delivered pursuant thereto, and all amendments or supplements thereof.

2. The Owner hereby unconditionally and irrevocably assumes and agrees to be bound by all terms of the Lease and to undertake all of the obligations and liabilities of the Trustee, as Lessor, under the Lease.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their duly authorized officers as of the date written above.

OWNER

**FIRST BANK NATIONAL
ASSOCIATION**

BY: _____



ITS: _____

A.K.P

DATE: _____

5-13-92

TRUSTEE

**FDIC AS RECEIVER NEW BANK OF
NEW ENGLAND, N.A. AND BANK
OF NEW ENGLAND, N.A., SOLELY
AS SUCCESSOR TRUSTEE UNDER
THE TRUST AGREEMENT**

BY: _____



Gerald R. Wheeler

ITS: _____

Attorney-in-Fact

DATE: _____

May 11, 1992

STATE OF Minnesota)

)

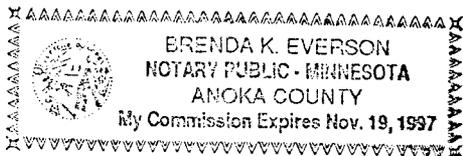
COUNTY OF Hennepin)

On this 13 day of May, 1992, before me personally came James Koski, to me known, who, being by me duly sworn, did depose and say that he is the Assistant Vice President of First Bank National Association a National Banking Association corporation, and he acknowledged to me he executed the foregoing document on behalf of said corporation by order of its Board of Directors and that such document was the free act and deed of said Association's corporation.

Witness my hand and official seal.

Brenda K. Everson

Notary Public in and for said State



My commission expires:

11-19-97

STATE OF MASSACHUSETTS)

)

COUNTY OF NORFOLK)

On this 11 day of MAY, 1992, before me personally came Gerald R. Wheeler, to me known, who, being by me duly

sworn, did depose and say that he is the ATTORNEY-IN-FACT of FDIC AS Receiver of New Bank of New England and Bank of New England, a _____

corporation, and he acknowledged to me he executed the foregoing document on behalf of said corporation by order of its Board of Directors and that such document was the free act and deed of said corporation.

Witness my hand and official seal.

Ann Cappellotti

Notary Public in and for said State

My commission expires:

7/31/92