

# LILLICK & CHARLES 2-188A012

Attorneys at Law

RECORDATION NO. 8381-C FILED

Cables LILLICKCHS

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July 3, 1992 JUL 6 1992-9 45 AM  
INTERSTATE COMMERCE COMMISSION

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VIA FEDERAL EXPRESS

45-1

Secretary of 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 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 Agreement and Assignment, a secondary document as of July 6, 1992 (the "Agreement").

The primary document to which this is connected is recorded under Recordation No. 8381-A.

We request that this Agreement to Assign and Transfer Interest in Agreement and Assignment be cross-indexed.

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

Assignor/Transferor

Bankers Trust Company of California,  
National Association  
50 Fremont Street, 10th Floor  
San Francisco, California 94105  
Attn: Corporate Trust & Agency Group

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Assignee/Transferee

First Trust of California, National Association  
101 California Street, Suite 1150  
San Francisco, California 94111  
Attn: Corporate Trust Department

A description of the equipment covered by the Agreement follows:

(i) Fifteen (15) General Motors Corporation (Electro-Motive Division) 1,500 H.P. GP-15-1 Diesel Electric Locomotives bearing Missouri Pacific Railroad Company, as lessee ("Lessee"), road numbers MP 1555-1569, inclusive, (ii) Five (5) General Electric Company 2,250 H.P. U-23-B Diesel Electric Locomotives bearing Lessee road numbers MP 2274-2278, inclusive, and (iii) Five (5) General Motors Corporation (Electro-Motive Division) 3,000 H.P. SD-40-2 Diesel Electric Locomotives bearing Lessee road numbers MP 3216-3220, inclusive.

A fee of \$16 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 Lillick & Charles, Two Embarcadero Center, Suite 2600, San Francisco, California 94111.

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

Agreement to Assign and Transfer between Bankers Trust Company of California, N.A., 50 Fremont Street, 10th Floor, San Francisco, California 94105 and First Trust of California, N.A., 101 California Street, Suite 1150, San Francisco, California 94111, dated as of July 6, 1992 and covering (i) fifteen (15) General Motors Corporation (Electro-Motive Division) 1,500 H.P. GP-15-1 Diesel Electric Locomotives bearing Missouri Pacific Railroad Company, as lessee ("Lessee"), road numbers MP 1555-1569, inclusive, (ii) five (5) General Electric Company 2,250 H.P. U-23-B Diesel Electric Locomotives bearing Lessee road numbers MP 2274-2278, inclusive, and (iii) five (5) General Motors Corporation (Electro-Motive Division) 3,000 H.P. SD-40-2 Diesel Electric Locomotives bearing Lessee road numbers MP 3216-3220, inclusive, and connected to the Assignment and

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Agreement dated as of April 1, 1976 and assigned  
Recordation No. 8381-A.

Please do not hesitate to contact me at (415) 984-8455 if  
you have any questions or require any additional information.

Very truly yours,



Ronald W. Fischer  
Attorney for Bankers Trust of  
California, National Association

BTT001.920270  
Enclosures

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, BTC and First Trust now desire to give notice to all persons of the assignment and transfer to First Trust of the interest held by BTC 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 are hereby acknowledged, BTC does hereby assign and transfer to First Trust and its successors and assigns, effective as of July 6, 1992, and First Trust hereby accepts and assumes, all of the estates, properties, rights, powers, duties and trusts of BTC as "Agent" and "Assignee" under that certain Assignment and Agreement dated as of April 1, 1976, recorded with the ICC on June 24, 1976 and assigned Recordation No. 8381-A, as amended and/or supplemented by the Agreement to Assign and Transfer Interest in Assignment and Agreement dated August 17, 1987, recorded with the ICC on February 16, 1988 and assigned Recordation No. 8381-B, and as the same may have been further amended and supplemented, such secondary documents being connected to that certain Conditional Sales Agreement dated as of

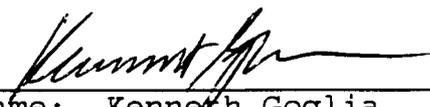
April 1, 1976, recorded with the ICC on June 24, 1976 and assigned Recordation No. 8381, and covering (i) fifteen (15) General Motors Corporation (Electro-Motive Division) 1,500 H.P. GP-15-1 Diesel Electric Locomotives bearing Missouri Pacific Railroad Company, as lessee ("Lessee"), road numbers MP 1555-1569, inclusive, (ii) five (5) General Electric Company 2,250 H.P. U-23-B Diesel Electric Locomotives bearing Lessee road numbers MP 2274-2278, inclusive, and (iii) five (5) General Motors Corporation (Electro-Motive Division) 3,000 H.P. SD-40-2 Diesel Electric Locomotives bearing Lessee road numbers MP 3216-3220, inclusive; and

FURTHERMORE, BTC and First 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.

IN WITNESS WHEREOF, BTC and First Trust have executed this Agreement as of the 6th day of July, 1992.

**BANKERS TRUST COMPANY OF CALIFORNIA,  
NATIONAL ASSOCIATION**

[SEAL]

By: 

Name: Kenneth Goglia  
Title: Senior Vice President

**FIRST TRUST OF CALIFORNIA,  
NATIONAL ASSOCIATION**

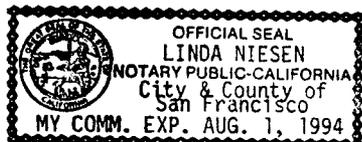
[SEAL]

By:   
Name: Lisa Hammond  
Title: President

State of California )  
 )  
County of San Francisco )      ss:

On this 3rd day of July, 1992 before me personally appeared Kenneth Goglia to me personally known, who being by me duly sworn, says that he is the Senior 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.

[SEAL]



*Linda Niesen*

Notary Public

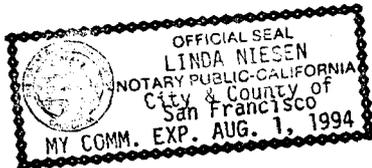
My Commission  
Expires on

8-1-94

State of California )  
 )  
County of San Francisco )      ss:

On this 3rd day of July, 1992 before me personally appeared Lisa Hammond to me personally known, who being by me duly sworn, says that she is the President of First Trust 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 she acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

[SEAL]



Linda Niesen  
Notary Public  
My Commission Expires on 8-1-94