BALL JANIK LLP

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June 12, 1996

RECORDATION NO. 11833-X FILED 1425

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INTERSTATE COMMERCE COMMISSION

Louis E. Gitomer
Direct Dial: (202)466-6532

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Secretary Williams:

I have enclosed the original and one certified copy of the first document described below, and the original and 13 certified copies of the second document described below, both to be recorded pursuant to 49 U.S.C. § 11301.

I. The first document is a Statement of Satisfaction and Release, a secondary document, dated as of June 6, 1996. The primary document to which this document is connected is recorded under Recordation No. 12176. We request that this document be recorded under Recordation No. 12176-B.

The name and address of the party to the Statement of Satisfaction and Release is as follows:

Secured Party:

USL Capital Corporation
733 Front Street
San Francisco, CA 94111

A description of the equipment covered by the document consists of three cars numbered RUSX 5006-5008, inclusive.

II. The second document is an Assignment and Assumption Agreement (BraeCar Trust), a secondary document, dated June 6, 1996. The primary documents to which this document is connected are recorded under Recordation Nos. 11610, 11718, 11833, 12167, 12176, 15862, and 15863. We request that this document be recorded under Recordation Nos. 11610-D, 11718-C, 11833-X, 12167-C, 12176-C, 15862-A, and 15863-A.

The names and addresses of the parties to the Assignment and

Assumption Agreement (BraeCar Trust) are as follows:

Assignor:

USL Capital Corporation
733 Front Street
San Francisco, CA 94111

Assignee:

GATX Third Aircraft Corporation
Suite 2200
Four Embarcadero Center
San Francisco, CA 94111

A description of the equipment covered by the document consists of 930 cars listed in the Attachment.

A fee of $168.00 is enclosed. Please return the original of the first document and the original and six certified copies of the second document to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
1455 F Street, N.W.
Suite 225
Washington, DC 20005

A short summary of the documents to appear in the index follows: (1) a Statement of Satisfaction and Release, dated as of June 6, 1996, by USL Capital Corporation, 733 Front Street, San Francisco, CA 94111, covering three cars numbered RUSX 5006-5008, inclusive; and (2) an Assignment and Assumption Agreement (BraeCar Trust), dated June 6, 1996, between USL Capital Corporation, 733 Front Street, San Francisco, CA 94111, and GATX Third Aircraft Corporation, Suite 2200, Four Embarcadero Center, San Francisco, CA 94111, covering 930 cars described in the Attachment.

Very Truly Yours,

Louis E. Gitomer

Enclosure

BALL JANIK LLP

ATTACHMENT

Annex B - Brae Car Trust Equipment

Car Count		Car Mark		Car Number
1		SMRR		501
2		SMRR		502
3		SMRR		503
4		SMRR		504
5		SMRR		505
6		SMRR		506
7		SMRR		507
8		SMRR		508
9		SMRR		509
10		SMRR		510
11		SMRR		511
12		SMRR		512
13		SMRR		513
14		SMRR		514
15		SMRR		515
16		SMRR		516
17		SMRR		517
18		SMRR		518
19		SMRR		519
20		SMRR		520
21		SMRR		521
22		SMRR		522
23		SMRR		523
24		SMRR		524
25		SMRR		525
26		SMRR		526
27		SMRR		527
28		SMRR		528
29		SMRR		529
30		SMRR		530
31		BGEX		2018
32		BGEX		2043
33		BGEX		2050
34		GMRC		2054
35		GMRC		2055
36		GMRC		2060
37		SCYX		2062
38		GMRC		2063
39		SCYX		2064
40		SCYX		2069
41		SCYX		2074
42		BGEX		2078
43		GMRC		2079
44		GMRC		2081
45		BGEX		2082
46		SCYX		2089
47		SCYX		2090

Annex B - Brae Car Trust Equipment

Car Count		Car Mark		Car Number
48		SCYX		2094
49		GWR		4001
50		GWR		4002
51		GWR		4003
52		GWR		4004
53		GWR		4005
54		GWR		4006
55		GWR		4007
56		GPSX		4100
57		GPSX		4101
58		GPSX		4102
59		GPSX		4103
60		GPSX		4104
61		GPSX		4105
62		GPSX		4106
63		GPSX		4107
64		GPSX		4108
65		GPSX		4109
66		GPSX		4112
67		GPSX		4113
68		GPSX		4114
69		GPSX		4116
70		GPSX		4117
71		GPSX		4118
72		GPSX		4119
73		GPSX		4121
74		GPSX		4122
75		GPSX		4123
76		GPSX		4124
77		GPSX		4125
78		GPSX		4126
79		GPSX		4127
80		GPSX		4128
81		GPSX		4129
82		GPSX		4130
83		GPSX		4131
84		GPSX		4132
85		GPSX		4133
86		GPSX		4134
87		GPSX		4136
88		GPSX		4137
89		GPSX		4138
90		GPSX		4139
91		GPSX		4140
92		GPSX		4141
93		GPSX		4142

Annex B - Brae Car Trust Equipment

Car Count		Car Mark		Car Number
94		GPSX		4143
95		GPSX		4144
96		GPSX		4145
97		GPSX		4146
98		GPSX		4147
99		GPSX		4148
100		GPSX		4150
101		GPSX		4151
102		GPSX		4152
103		GPSX		4153
104		GPSX		4154
105		GPSX		4155
106		GPSX		4156
107		GPSX		4157
108		GPSX		4158
109		GPSX		4159
110		GPSX		4160
111		GPSX		4161
112		GPSX		4162
113		GPSX		4163
114		GPSX		4164
115		GPSX		4165
116		GPSX		4166
117		GPSX		4167
118		GPSX		4168
119		GPSX		4169
120		GPSX		4170
121		GPSX		4171
122		GPSX		4172
123		GPSX		4173
124		GPSX		4174
125		GPSX		4176
126		GPSX		4177
127		GPSX		4178
128		GPSX		4179
129		GPSX		4180
130		GPSX		4181
131		GPSX		4182
132		GPSX		4183
133		GPSX		4184
134		GPSX		4186
135		GPSX		4187
136		GPSX		4188
137		GPSX		4190
138		GPSX		4191
139		GPSX		4192

Annex B - Brae Car Trust Equipment

Car Count		Car Mark		Car Number
140		GPSX		4193
141		GPSX		4194
142		GPSX		4195
143		GPSX		4196
144		GPSX		4197
145		GPSX		4198
146		GPSX		4199
147		RUSX		5005
148		RUSX		5006
149		RUSX		5008
150		SCYX		5028
151		RUSX		5042
152		RUSX		5044
153		RUSX		5063
154		RUSX		5064
155		RUSX		5263
156		RUSX		5264
157		RUSX		5266
158		RUSX		5301
159		RUSX		5302
160		RUSX		5303
161		RUSX		5304
162		RUSX		5305
163		RUSX		5306
164		RUSX		5307
165		RUSX		5308
166		RUSX		5309
167		RUSX		5310
168		RUSX		5311
169		RUSX		5312
170		RUSX		5313
171		RUSX		5314
172		RUSX		5316
173		RUSX		5317
174		MFCX		5824
175		MFCX		5826
176		MFCX		5828
177		MFCX		5829
178		MFCX		5830
179		SCYX		7001
180		SCYX		7002
181		SCYX		7004
182		SCYX		7008
183		SCYX		7009
184		SCYX		7010
185		SCYX		7011

Annex B - Brae Car Trust Equipment

Car Count		Car Mark		Car Number
186		SCYX		7015
187		SCYX		7016
188		SCYX		7018
189		SCYX		7019
190		SCYX		7020
191		SCYX		7023
192		SCYX		7025
193		SCYX		7026
194		SCYX		7028
195		SCYX		7031
196		SCYX		7032
197		SCYX		7033
198		SCYX		7037
199		NAHX		7038
200		SCYX		7043
201		SCYX		7045
202		SCYX		7047
203		SCYX		7049
204		SCYX		7050
205		SCYX		7052
206		SCYX		7053
207		SCYX		7057
208		SCYX		7058
209		SCYX		7060
210		SCYX		7063
211		SCYX		7065
212		SCYX		7066
213		SCYX		7069
214		SCYX		7070
215		SCYX		7075
216		SCYX		7076
217		SCYX		7077
218		SCYX		7078
219		SCYX		7079
220		SCYX		7081
221		SCYX		7082
222		SCYX		7084
223		SCYX		7086
224		SCYX		7089
225		SCYX		7090
226		SCYX		7091
227		SCYX		7093
228		SCYX		7096
229		SCYX		7098
230		SCYX		7099
231		SCYX		7100

Car Count		Car Mark		Car Number
232		SCYX		7101
233		SCYX		7102
234		SCYX		7103
235		SCYX		7105
236		SCYX		7107
237		SCYX		7108
238		NAHX		7109
239		SCYX		7112
240		SCYX		7113
241		SCYX		7115
242		SCYX		7116
243		SCYX		7122
244		SCYX		7125
245		SCYX		7128
246		NAHX		7130
247		SCYX		7132
248		SCYX		7134
249		SCYX		7137
250		SCYX		7138
251		SCYX		7139
252		SCYX		7140
253		SCYX		7143
254		SCYX		7144
255		SCYX		7150
256		SCYX		7151
257		NAHX		7152
258		SCYX		7154
259		SCYX		7155
260		SCYX		7156
261		NAHX		7157
262		SCYX		7158
263		SCYX		7159
264		SCYX		7160
265		SCYX		7161
266		SCYX		7162
267		SCYX		7163
268		SCYX		7166
269		SCYX		7167
270		SCYX		7168
271		SCYX		7169
272		NAHX		7172
273		SCYX		7173
274		SCYX		7175
275		SCYX		7176
276		SCYX		7181
277		SCYX		7182

Annex B - Brae Car Trust Equipment

Car Count		Car Mark		Car Number
278		SCYX		7184
279		NAHX		7185
280		SCYX		7189
281		SCYX		7192
282		SCYX		7193
283		SCYX		7194
284		SCYX		7196
285		SCYX		7198
286		SCYX		7199
287		TGOX		8776
288		TGOX		8777
289		TGOX		8784
290		TGOX		8785
291		TGOX		8789
292		TGOX		8795
293		TGOX		10001
294		TGOX		10002
295		TGOX		10003
296		TGOX		10004
297		TGOX		10006
298		TGOX		10008
299		TGOX		10009
300		TGOX		10010
301		TGOX		10011
302		TGOX		10012
303		TGOX		10013
304		TGOX		10014
305		TGOX		10015
306		TGOX		10017
307		TGOX		10018
308		TGOX		10019
309		TGOX		10020
310		TGOX		10021
311		TGOX		10022
312		TGOX		10023
313		TGOX		10024
314		TGOX		10025
315		TGOX		10026
316		TGOX		10027
317		TGOX		10029
318		TGOX		10030
319		TGOX		10031
320		TGOX		10032
321		TGOX		10033
322		TGOX		10034
323		TGOX		10035

Car Count		Car Mark		Car Number
324		TGOX		10036
325		TGOX		10037
326		TGOX		10039
327		TGOX		10041
328		TGOX		10042
329		TGOX		10043
330		TGOX		10044
331		TGOX		10045
332		TGOX		10047
333		TGOX		10048
334		TGOX		10049
335		TGOX		10050
336		TGOX		10051
337		TGOX		10052
338		TGOX		10053
339		TGOX		10054
340		TGOX		10056
341		TGOX		10057
342		TGOX		10059
343		TGOX		10060
344		TGOX		10061
345		TGOX		10062
346		TGOX		10063
347		TGOX		10064
348		TGOX		10066
349		TGOX		10067
350		TGOX		10068
351		TGOX		10069
352		TGOX		10070
353		TGOX		10071
354		TGOX		10072
355		TGOX		10074
356		TGOX		10075
357		TGOX		10076
358		TGOX		10077
359		TGOX		10078
360		TGOX		10079
361		TGOX		10080
362		TGOX		10081
363		TGOX		10082
364		RUSX		10547
365		RUSX		10685
366		RUSX		10686
367		RUSX		10695
368		RUSX		10719
369		TGOX		10766

Car Count		Car Mark		Car Number
370		TGOX		10775
371		TGOX		10776
372		TGOX		10783
373		TGOX		10786
374		TGOX		10791
375		TGOX		10801
376		TGOX		10802
377		TGOX		10803
378		TGOX		10804
379		TGOX		10808
380		TGOX		10810
381		TGOX		10813
382		TGOX		10817
383		TGOX		10822
384		TGOX		10824
385		TGOX		10825
386		TGOX		10827
387		TGOX		10833
388		TGOX		10834
389		TGOX		10839
390		TGOX		10844
391		TGOX		10850
392		TGOX		10851
393		TGOX		10856
394		TGOX		10857
395		TGOX		10858
396		TGOX		10865
397		TGOX		10868
398		TGOX		10875
399		TGOX		10877
400		TGOX		10883
401		TGOX		10884
402		TGOX		10886
403		TGOX		10887
404		TGOX		10888
405		TGOX		10890
406		TGOX		10893
407		TGOX		10894
408		TGOX		10897
409		TGOX		10899
410		TGOX		10903
411		TGOX		10904
412		TGOX		10906
413		TGOX		10911
414		TGOX		10912
415		TGOX		10913

Annex B - Brae Car Trust Equipment

Car Count		Car Mark		Car Number
416		TGOX		10914
417		TGOX		10932
418		TGOX		10941
419		TGOX		10946
420		TGOX		10962
421		TGOX		10964
422		TGOX		10968
423		TGOX		10976
424		TGOX		10980
425		TGOX		10981
426		TGOX		10982
427		NDYX		11045
428		CC		16436
429		CC		16493
430		PLMX		17000
431		PLMX		17001
432		PLMX		17002
433		NDYX		17003
434		PLMX		17004
435		PLMX		17005
436		PLMX		17006
437		PLMX		17007
438		NDYX		17008
439		PLMX		17009
440		PLMX		17010
441		PLMX		17011
442		PLMX		17012
443		PLMX		17013
444		NDYX		17014
445		WC		85500
446		WC		85501
447		WC		85502
448		WC		85503
449		WC		85504
450		WC		85505
451		WC		85506
452		WC		85507
453		WC		85508
454		WC		85509
455		WC		85510
456		WC		85511
457		WC		85512
458		WC		85513
459		WC		85514
460		WC		85515
461		WC		85516

Annex B - Brae Car Trust Equipment

Car Count		Car Mark		Car Number
462		WC		85517
463		WC		85518
464		WC		85519
465		WC		85520
466		WC		85521
467		WC		85522
468		WC		85523
469		WC		85524
470		WC		85525
471		WC		85526
472		WC		85527
473		WC		85528
474		WC		85529
475		WC		85530
476		WC		85531
477		WC		85532
478		WC		85533
479		WC		85534
480		WC		85535
481		WC		85536
482		WC		85537
483		WC		85538
484		WC		85539
485		WC		85540
486		WC		85541
487		WC		85542
488		WC		85543
489		WC		85544
490		WC		85545
491		WC		85546
492		WC		85547
493		WC		85548
494		WC		85549
495		WC		85550
496		WC		85551
497		WC		85552
498		WC		85553
499		WC		85554
500		WC		85555
501		WC		85556
502		WC		85557
503		WC		85558
504		WC		85559
505		WC		85560
506		WC		85561
507		WC		85562

Annex B - Brae Car Trust Equipment

Car Count		Car Mark		Car Number
508		WC		85563
509		WC		85564
510		WC		85565
511		WC		85566
512		WC		85567
513		WC		85568
514		WC		85569
515		WC		85570
516		WC		85571
517		WC		85572
518		WC		85573
519		WC		85574
520		SCYX		253011
521		SCYX		253012
522		SCYX		253015
523		SCYX		253017
524		SCYX		253018
525		SCYX		253019
526		SCYX		253021
527		SCYX		253024
528		SCYX		253025
529		SCYX		253027
530		UMP		253028
531		SCYX		253029
532		SCYX		253030
533		SCYX		253031
534		SCYX		253033
535		SCYX		253034
536		UMP		253036
537		SCYX		253037
538		SCYX		253041
539		SCYX		253043
540		SCYX		253046
541		SCYX		253047
542		SCYX		253048
543		SCYX		253049
544		SCYX		253050
545		SCYX		253051
546		SCYX		253053
547		SCYX		253054
548		SCYX		253058
549		SCYX		253059
550		UMP		253060
551		SCYX		253064
552		SCYX		253066
553		UMP		253069

Annex B - Brae Car Trust Equipment

Car Count		Car Mark		Car Number
554		SCYX		253070
555		UMP		253071
556		SCYX		253073
557		SCYX		253075
558		SCYX		253078
559		UMP		253079
560		SCYX		253081
561		SCYX		253082
562		SCYX		253083
563		UMP		253084
564		SCYX		253085
565		UMP		253086
566		SCYX		253087
567		SCYX		253088
568		SCYX		253091
569		UMP		253092
570		SCYX		253093
571		UMP		253095
572		SCYX		253097
573		UMP		253099
574		SCYX		253100
575		UMP		253101
576		SCYX		253103
577		SCYX		253104
578		SCYX		253107
579		SCYX		253109
580		SCYX		253110
581		SCYX		253112
582		UMP		253115
583		SCYX		253116
584		UMP		253117
585		SCYX		253118
586		UMP		253119
587		SCYX		253121
588		SCYX		253123
589		SCYX		253124
590		SCYX		253126
591		SCYX		253128
592		SCYX		253130
593		SCYX		253131
594		SCYX		253132
595		SCYX		253133
596		SCYX		253135
597		UMP		253136
598		SCYX		253137
599		UMP		253138

Annex B - Brae Car Trust Equipment

Car Count		Car Mark		Car Number
600		SCYX		253139
601		SCYX		253141
602		SCYX		253143
603		UMP		253144
604		SCYX		253145
605		UMP		253146
606		SCYX		253151
607		UMP		253153
608		UMP		253155
609		UMP		253156
610		SCYX		253158
611		SCYX		253161
612		UMP		253162
613		UMP		253165
614		UMP		253167
615		SCYX		253171
616		SCYX		253174
617		SCYX		253175
618		SCYX		253176
619		SCYX		253177
620		UMP		253178
621		SCYX		253184
622		UMP		253186
623		SCYX		253189
624		SCYX		253191
625		SCYX		253192
626		SCYX		253193
627		UMP		253194
628		SCYX		253195
629		UMP		253198
630		UMP		253199
631		SCYX		253200
632		SCYX		253206
633		SCYX		253207
634		UMP		253209
635		SCYX		253213
636		SCYX		253214
637		UMP		253215
638		UMP		253216
639		SCYX		253218
640		SCYX		253219
641		SCYX		253220
642		SCYX		253221
643		SCYX		253222
644		SCYX		253223
645		UMP		253224

Annex B - Brae Car Trust Equipment

Car Count		Car Mark		Car Number
646		SCYX		253225
647		SCYX		253227
648		SCYX		253228
649		SCYX		253230
650		SCYX		253231
651		SCYX		253232
652		SCYX		253233
653		SCYX		253235
654		SCYX		253236
655		SCYX		253237
656		UMP		253238
657		SCYX		253239
658		SCYX		253240
659		UMP		253245
660		SCYX		253246
661		UMP		253247
662		UMP		253249
663		SCYX		253250
664		SCYX		253251
665		UMP		253253
666		UMP		253254
667		SCYX		253256
668		SCYX		253257
669		UMP		253258
670		SCYX		253259
671		UMP		253260
672		UMP		253261
673		SCYX		253263
674		UMP		253264
675		SCYX		253265
676		SCYX		253268
677		UMP		253269
678		SCYX		253271
679		SCYX		253276
680		SCYX		253277
681		SCYX		253279
682		SCYX		253281
683		SCYX		253282
684		UMP		253284
685		SCYX		253286
686		SCYX		253287
687		SCYX		253288
688		SCYX		253289
689		SCYX		253290
690		SCYX		253291
691		SCYX		253292

Car Count		Car Mark		Car Number
692		SCYX		253293
693		SCYX		253296
694		SCYX		253297
695		SCYX		253298
696		SCYX		253299
697		UMP		253300
698		SCYX		253301
699		SCYX		253303
700		SCYX		253306
701		SCYX		253307
702		SCYX		253308
703		UMP		253309
704		SCYX		253310
705		UMP		253312
706		SCYX		253313
707		SCYX		253314
708		UMP		253315
709		SCYX		253316
710		UMP		253317
711		SCYX		253318
712		SCYX		253319
713		SCYX		253320
714		UMP		253321
715		SCYX		253323
716		SCYX		253324
717		SCYX		253325
718		UMP		253326
719		SCYX		253327
720		SCYX		253328
721		SCYX		253329
722		SCYX		253330
723		SCYX		253332
724		UMP		253333
725		UMP		253334
726		UMP		253335
727		UMP		253337
728		SCYX		253338
729		UMP		253339
730		SCYX		253340
731		UMP		253342
732		UMP		253343
733		UMP		253344
734		UMP		253345
735		SCYX		253347
736		UMP		253348
737		UMP		253349

Car Count		Car Mark		Car Number
738		UMP		253351
739		SCYX		253352
740		SCYX		253353
741		SCYX		253354
742		SCYX		253355
743		SCYX		253361
744		UMP		253363
745		UMP		253366
746		SCYX		253367
747		UMP		253368
748		UMP		253369
749		SCYX		253371
750		SCYX		253372
751		SCYX		253373
752		SCYX		253375
753		UMP		253376
754		SCYX		253377
755		SCYX		253378
756		UMP		253379
757		SCYX		253380
758		UMP		253382
759		SCYX		253383
760		UMP		253384
761		UMP		253385
762		SCYX		253387
763		SCYX		253388
764		UMP		253390
765		SCYX		253391
766		UMP		253392
767		SCYX		253393
768		SCYX		253395
769		SCYX		253396
770		UMP		253397
771		UMP		253398
772		UMP		253400
773		UMP		253403
774		TSBY		260225
775		TSBY		260226
776		TSBY		260228
777		TSBY		260229
778		TSBY		260230
779		TSBY		260232
780		TSBY		260233
781		TSBY		260236
782		TSBY		260237
783		TSBY		260238

Annex B - Brae Car Trust Equipment

Car Count		Car Mark		Car Number
784		TSBY		260239
785		TSBY		260240
786		TSBY		260241
787		TSBY		260242
788		TSBY		260243
789		TSBY		260244
790		TSBY		260245
791		TSBY		260246
792		TSBY		260248
793		TSBY		260249
794		TSBY		260250
795		CC		260252
796		TSBY		260253
797		TSBY		260254
798		TSBY		260255
799		TSBY		260256
800		TSBY		260257
801		TSBY		260260
802		TSBY		260261
803		TSBY		260262
804		TSBY		260263
805		TSBY		260264
806		TSBY		260265
807		TSBY		260266
808		TSBY		260267
809		TSBY		260268
810		TSBY		260269
811		TSBY		260270
812		TSBY		260271
813		TSBY		260272
814		TSBY		260273
815		TSBY		260274
816		TSBY		260275
817		TSBY		260276
818		TSBY		260277
819		TSBY		260278
820		TSBY		260279
821		TSBY		260282
822		TSBY		260283
823		TSBY		260284
824		TSBY		260285
825		TSBY		260286
826		TSBY		260287
827		TSBY		260288
828		TSBY		260291
829		TSBY		260292

Annex B - Brae Car Trust Equipment

Car Count		Car Mark		Car Number
830		TSBY		260293
831		TSBY		260294
832		TSBY		260295
833		TSBY		260296
834		TSBY		260297
835		TSBY		260298
836		TSBY		260299
837		TSBY		260300
838		TSBY		260301
839		TSBY		260302
840		TSBY		260303
841		TSBY		260304
842		TSBY		260305
843		TSBY		260306
844		TSBY		260307
845		TSBY		260308
846		TSBY		260309
847		TSBY		260310
848		TSBY		260311
849		TSBY		260313
850		CC		260314
851		TSBY		260315
852		TSBY		260316
853		TSBY		260317
854		TSBY		260318
855		TSBY		260321
856		TSBY		260322
857		TSBY		260323
858		TSBY		260324
859		NAHX		466004
860		NAHX		466009
861		SCYX		466010
862		NAHX		466025
863		NAHX		466029
864		NAHX		466031
865		NAHX		466042
866		NAHX		466043
867		NAHX		466049
868		NAHX		466054
869		NAHX		466055
870		NAHX		466064
871		NAHX		466077
872		NAHX		466081
873		NAHX		466085
874		NAHX		466092
875		NAHX		466095

Car Count		Car Mark		Car Number
876		NAHX		466099
877		SCYX		466106
878		SCYX		466108
879		NAHX		466111
880		SCYX		466115
881		NAHX		466128
882		NAHX		466133
883		NAHX		466134
884		SCYX		466139
885		NAHX		466149
886		NAHX		466151
887		NAHX		466157
888		NAHX		466158
889		NAHX		466164
890		NAHX		466165
891		NAHX		466167
892		SCYX		466171
893		NAHX		466172
894		NAHX		466180
895		NAHX		466185
896		NAHX		466192
897		NAHX		466208
898		NAHX		466225
899		NAHX		466229
900		NAHX		466235
901		NAHX		466246
902		NAHX		466247
903		SCYX		466253
904		NAHX		466263
905		NAHX		466265
906		NAHX		466275
907		NAHX		466284
908		NAHX		466285
909		NAHX		466330
910		NAHX		466337
911		NAHX		466339
912		NAHX		466352
913		NAHX		466364
914		SCYX		466376
915		NAHX		466379
916		NAHX		466381
917		SCYX		466496
918		SCYX		466497
919		SCYX		466498
920		SCYX		466500
921		SCYX		466501

Annex B - Brae Car Trust Equipment

Car Count		Car Mark		Car Number
922		SCYX		466502
923		RUSX		500029
924		RUSX		500092
925		RUSX		510010
926		RUSX		510028
927		NDYX		512054
928		PLMX		512061
929		PLMX		512064
930		RUSX		800411

RECORDATION NO. 11833-X FILED 1425
JUN 12 1996 -2 25 PM
INTERSTATE COMMERCE COMMISSION

ASSIGNMENT AND ASSUMPTION AGREEMENT
(BraeCar Trust)

THIS ASSIGNMENT AND ASSUMPTION AGREEMENT (the "Agreement"), dated June 6, 1996, by and between USL CAPITAL CORPORATION, a Delaware corporation ("Assignor") and GATX THIRD AIRCRAFT CORPORATION, a Delaware corporation ("Purchaser").

RECITALS

Assignor, Ford Motor Credit Company ("FMCC"), and Purchaser are parties to a Purchase Agreement dated as of June 6, 1996 (the "Purchase Agreement").

The Purchase Agreement provides, among other things, for the execution and delivery of an assignment and assumption in substantially the form hereof to evidence the assignment by Assignor to Purchaser of all right, title and interest of Assignor in and to the Master Car Lease Agreements and related Schedules described in the attached Annex A (Full and Partial Assignment) (in each case to the extent they relate to the Equipment described below) (collectively, the "Leases"), and the assumption by Purchaser of certain of the rights and obligations of Assignor under the Leases. The Leases have been entered into by Assignor as "Lessor" pursuant to a Management Agreement between Assignor and FMCC.

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, the parties hereto do hereby agree as follows:

1. Definitions. Unless otherwise defined herein, capitalized terms used herein shall have the meanings given to them in the Purchase Agreement.

2. Assignment. Assignor does hereby GRANT, BARGAIN, ASSIGN, TRANSFER, SELL, DELIVER AND CONVEY UNTO PURCHASER, ITS SUCCESSORS AND ASSIGNS, TO HAVE AND TO HOLD FOREVER, all of Assignor's right, title and interest in and to the Leases excluding, however, in each case, any Prior Claim. Assignor represents and warrants to Purchaser that (i) Assignor has good and marketable title to the Leases, free and clear of all Liens; and (ii) Annex B hereto describes the Equipment subject to each of the Leases.

3. Assumption. Purchaser hereby confirms that it shall be deemed a party to the Leases on the date hereof, and it agrees to be bound by all of the terms of such Leases and undertakes to assume all of the obligations of Assignor contained in the Leases, to the extent that they relate to events occurring or arising on and after the date hereof. Upon the delivery of this Agreement, Assignor shall not be responsible to any person for the discharge or performance of any duty or obligation as Lessor pursuant to or in connection with the Leases to the extent that they relate to events occurring or arising on and after the date hereof; provided that Assignor shall remain responsible for all Prior Obligations. Purchaser shall not be responsible to any person for the

discharge or performance of any Prior Obligations, including without limitation, any duty or obligation of the Assignor in connection with the Leases arising prior to the date hereof.

4. Further Assurances. Assignor agrees to execute and deliver such further documents, and to do such further things, as Purchaser may reasonably request, and at Purchaser's sole expense, in order to more fully effect this Agreement and the transactions contemplated by the Purchase Agreement. Purchaser agrees to execute and deliver such further documents, and to do such further things, as Assignor may reasonably request and at Assignor's sole expense, in order to more fully effect this Agreement and the transactions contemplated hereby and by the Purchase Agreement.

5. Governing Law. This instrument shall be governed by, and construed and interpreted in accordance with, the laws of the State of California.

6. Counterparts. This Agreement may be executed in separate counterparts, each of which when so executed and delivered shall be an original for all purposes, but all such counterparts shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have each caused this Agreement to be duly executed as of the day and year first above written.

"Assignor"

USL CAPITAL CORPORATION

By: _____
Name: David Larsen
Title: Vice President, Asset Remarketing

"Purchaser"

GATX THIRD AIRCRAFT CORPORATION

By: _____
Name: _____
Title: _____

Annex A - Description of Leases
Annex B - Description of Railroad Equipment

discharge or performance of any Prior Obligations, including without limitation, any duty or obligation of the Assignor in connection with the Leases arising prior to the date hereof.

4. Further Assurances. Assignor agrees to execute and deliver such further documents, and to do such further things, as Purchaser may reasonably request, and at Purchaser's sole expense, in order to more fully effect this Agreement and the transactions contemplated by the Purchase Agreement. Purchaser agrees to execute and deliver such further documents, and to do such further things, as Assignor may reasonably request and at Assignor's sole expense, in order to more fully effect this Agreement and the transactions contemplated hereby and by the Purchase Agreement.

5. Governing Law. This instrument shall be governed by, and construed and interpreted in accordance with, the laws of the State of California.

6. Counterparts. This Agreement may be executed in separate counterparts, each of which when so executed and delivered shall be an original for all purposes, but all such counterparts shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have each caused this Agreement to be duly executed as of the day and year first above written.

"Assignor"

USL CAPITAL CORPORATION

By: _____
Name: _____
Title: _____

"Purchaser"

GATX THIRD AIRCRAFT CORPORATION

By: Carl B Shachat
Name: Catherine B Shachat
Title: VICE PRESIDENT

Annex A - Description of Leases
Annex B - Description of Railroad Equipment

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

On this 4th day of June, 1996, before me, Jacqueline Y. Witherspoon, Notary Public, personally appeared David Larsen provided to me on the basis of satisfactory evidence to be person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Jacqueline Y. Witherspoon
Notary Public

JACQUELINE Y. WITHERSPOON
Commission #1014457
Notary Public — California
San Francisco County
My Comm. Expires Feb 15, 1998

State of California)
)
County of San Francisco)

On June 6, 1996 before me, D. M. Steinway, Notary Public, personally appeared Catherine B. Shachat, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.

Notary Public

NNA1 D. M. STEINWAY
Commission #1069296
Notary Public — California
San Francisco County
My Comm. Expires Aug 17, 1999 NNA1

Annex A - Brae Car Trust Full Assignment

Car Count	Lessee	Lessee ID	Schedule Number
4	CHICAGO CENTRAL & PACIFIC RAILROAD	1982	0001
91	GEORGIA PACIFIC CORPORATION	2088	0002
6	GREEN MOUNTAIN RAILROAD CORP.	1566	0001
30	SISSETON MILBANK RAILROAD INC.	1997	0001
83	TUSCOLA & SAGINAW BAY RAILWAY	1381	0001
214			

Annex A - Brae Car Trust Partial Assignment

Car Count	Car Mark	Car Number	Lessee	Lessee ID	Schedule Number
10	BGEX	2018	BJ SERVICES COMPANY U.S.A.	2012	002A
28	SCYX	253380	BURLINGTON NORTHERN	2064	0005
293	NAHX	7038	CARGILL, INC.	1347	001A
58	NAHX	466004	HARVEST STATES COOPERATIVES	1314	005A
67	SCYX	253015	ITALGRANI ELEVATOR COMPANY	1342	0001
171	NDYX	11045	LOUIS DREYFUS CORPORATION	1203	0017
7	GWR	4001	ONMITRAX, INC	1393	0002
7	SCYX	2062	TECHNISAND, INC.	1383	0002
75	WC	85550	WISCONSIN CENTRAL LTD	1292	0005
716					

Annex B - Brae Car Trust Equipment

Car Count		Car Mark		Car Number
1		SMRR		501
2		SMRR		502
3		SMRR		503
4		SMRR		504
5		SMRR		505
6		SMRR		506
7		SMRR		507
8		SMRR		508
9		SMRR		509
10		SMRR		510
11		SMRR		511
12		SMRR		512
13		SMRR		513
14		SMRR		514
15		SMRR		515
16		SMRR		516
17		SMRR		517
18		SMRR		518
19		SMRR		519
20		SMRR		520
21		SMRR		521
22		SMRR		522
23		SMRR		523
24		SMRR		524
25		SMRR		525
26		SMRR		526
27		SMRR		527
28		SMRR		528
29		SMRR		529
30		SMRR		530
31		BGEX		2018
32		BGEX		2043
33		BGEX		2050
34		GMRC		2054
35		GMRC		2055
36		GMRC		2060
37		SCYX		2062
38		GMRC		2063
39		SCYX		2064
40		SCYX		2069
41		SCYX		2074
42		BGEX		2078
43		GMRC		2079
44		GMRC		2081
45		BGEX		2082
46		SCYX		2089
47		SCYX		2090

Annex B - Brae Car Trust Equipment

Car Count		Car Mark		Car Number
48		SCYX		2094
49		GWR		4001
50		GWR		4002
51		GWR		4003
52		GWR		4004
53		GWR		4005
54		GWR		4006
55		GWR		4007
56		GPSX		4100
57		GPSX		4101
58		GPSX		4102
59		GPSX		4103
60		GPSX		4104
61		GPSX		4105
62		GPSX		4106
63		GPSX		4107
64		GPSX		4108
65		GPSX		4109
66		GPSX		4112
67		GPSX		4113
68		GPSX		4114
69		GPSX		4116
70		GPSX		4117
71		GPSX		4118
72		GPSX		4119
73		GPSX		4121
74		GPSX		4122
75		GPSX		4123
76		GPSX		4124
77		GPSX		4125
78		GPSX		4126
79		GPSX		4127
80		GPSX		4128
81		GPSX		4129
82		GPSX		4130
83		GPSX		4131
84		GPSX		4132
85		GPSX		4133
86		GPSX		4134
87		GPSX		4136
88		GPSX		4137
89		GPSX		4138
90		GPSX		4139
91		GPSX		4140
92		GPSX		4141
93		GPSX		4142

Annex B - Brae Car Trust Equipment

Car Count		Car Mark		Car Number
94		GPSX		4143
95		GPSX		4144
96		GPSX		4145
97		GPSX		4146
98		GPSX		4147
99		GPSX		4148
100		GPSX		4150
101		GPSX		4151
102		GPSX		4152
103		GPSX		4153
104		GPSX		4154
105		GPSX		4155
106		GPSX		4156
107		GPSX		4157
108		GPSX		4158
109		GPSX		4159
110		GPSX		4160
111		GPSX		4161
112		GPSX		4162
113		GPSX		4163
114		GPSX		4164
115		GPSX		4165
116		GPSX		4166
117		GPSX		4167
118		GPSX		4168
119		GPSX		4169
120		GPSX		4170
121		GPSX		4171
122		GPSX		4172
123		GPSX		4173
124		GPSX		4174
125		GPSX		4176
126		GPSX		4177
127		GPSX		4178
128		GPSX		4179
129		GPSX		4180
130		GPSX		4181
131		GPSX		4182
132		GPSX		4183
133		GPSX		4184
134		GPSX		4186
135		GPSX		4187
136		GPSX		4188
137		GPSX		4190
138		GPSX		4191
139		GPSX		4192

Annex B - Brae Car Trust Equipment

Car Count		Car Mark		Car Number
140		GPSX		4193
141		GPSX		4194
142		GPSX		4195
143		GPSX		4196
144		GPSX		4197
145		GPSX		4198
146		GPSX		4199
147		RUSX		5005
148		RUSX		5006
149		RUSX		5008
150		SCYX		5028
151		RUSX		5042
152		RUSX		5044
153		RUSX		5063
154		RUSX		5064
155		RUSX		5263
156		RUSX		5264
157		RUSX		5266
158		RUSX		5301
159		RUSX		5302
160		RUSX		5303
161		RUSX		5304
162		RUSX		5305
163		RUSX		5306
164		RUSX		5307
165		RUSX		5308
166		RUSX		5309
167		RUSX		5310
168		RUSX		5311
169		RUSX		5312
170		RUSX		5313
171		RUSX		5314
172		RUSX		5316
173		RUSX		5317
174		MFCX		5824
175		MFCX		5826
176		MFCX		5828
177		MFCX		5829
178		MFCX		5830
179		SCYX		7001
180		SCYX		7002
181		SCYX		7004
182		SCYX		7008
183		SCYX		7009
184		SCYX		7010
185		SCYX		7011

Car Count		Car Mark		Car Number
186		SCYX		7015
187		SCYX		7016
188		SCYX		7018
189		SCYX		7019
190		SCYX		7020
191		SCYX		7023
192		SCYX		7025
193		SCYX		7026
194		SCYX		7028
195		SCYX		7031
196		SCYX		7032
197		SCYX		7033
198		SCYX		7037
199		NAHX		7038
200		SCYX		7043
201		SCYX		7045
202		SCYX		7047
203		SCYX		7049
204		SCYX		7050
205		SCYX		7052
206		SCYX		7053
207		SCYX		7057
208		SCYX		7058
209		SCYX		7060
210		SCYX		7063
211		SCYX		7065
212		SCYX		7066
213		SCYX		7069
214		SCYX		7070
215		SCYX		7075
216		SCYX		7076
217		SCYX		7077
218		SCYX		7078
219		SCYX		7079
220		SCYX		7081
221		SCYX		7082
222		SCYX		7084
223		SCYX		7086
224		SCYX		7089
225		SCYX		7090
226		SCYX		7091
227		SCYX		7093
228		SCYX		7096
229		SCYX		7098
230		SCYX		7099
231		SCYX		7100

Annex B - Brae Car Trust Equipment

Car Count		Car Mark		Car Number
232		SCYX		7101
233		SCYX		7102
234		SCYX		7103
235		SCYX		7105
236		SCYX		7107
237		SCYX		7108
238		NAHX		7109
239		SCYX		7112
240		SCYX		7113
241		SCYX		7115
242		SCYX		7116
243		SCYX		7122
244		SCYX		7125
245		SCYX		7128
246		NAHX		7130
247		SCYX		7132
248		SCYX		7134
249		SCYX		7137
250		SCYX		7138
251		SCYX		7139
252		SCYX		7140
253		SCYX		7143
254		SCYX		7144
255		SCYX		7150
256		SCYX		7151
257		NAHX		7152
258		SCYX		7154
259		SCYX		7155
260		SCYX		7156
261		NAHX		7157
262		SCYX		7158
263		SCYX		7159
264		SCYX		7160
265		SCYX		7161
266		SCYX		7162
267		SCYX		7163
268		SCYX		7166
269		SCYX		7167
270		SCYX		7168
271		SCYX		7169
272		NAHX		7172
273		SCYX		7173
274		SCYX		7175
275		SCYX		7176
276		SCYX		7181
277		SCYX		7182

Annex B - Brae Car Trust Equipment

Car Count		Car Mark		Car Number
278		SCYX		7184
279		NAHX		7185
280		SCYX		7189
281		SCYX		7192
282		SCYX		7193
283		SCYX		7194
284		SCYX		7196
285		SCYX		7198
286		SCYX		7199
287		TGOX		8776
288		TGOX		8777
289		TGOX		8784
290		TGOX		8785
291		TGOX		8789
292		TGOX		8795
293		TGOX		10001
294		TGOX		10002
295		TGOX		10003
296		TGOX		10004
297		TGOX		10006
298		TGOX		10008
299		TGOX		10009
300		TGOX		10010
301		TGOX		10011
302		TGOX		10012
303		TGOX		10013
304		TGOX		10014
305		TGOX		10015
306		TGOX		10017
307		TGOX		10018
308		TGOX		10019
309		TGOX		10020
310		TGOX		10021
311		TGOX		10022
312		TGOX		10023
313		TGOX		10024
314		TGOX		10025
315		TGOX		10026
316		TGOX		10027
317		TGOX		10029
318		TGOX		10030
319		TGOX		10031
320		TGOX		10032
321		TGOX		10033
322		TGOX		10034
323		TGOX		10035

Annex B - Brae Car Trust Equipment

Car Count		Car Mark		Car Number
324		TGOX		10036
325		TGOX		10037
326		TGOX		10039
327		TGOX		10041
328		TGOX		10042
329		TGOX		10043
330		TGOX		10044
331		TGOX		10045
332		TGOX		10047
333		TGOX		10048
334		TGOX		10049
335		TGOX		10050
336		TGOX		10051
337		TGOX		10052
338		TGOX		10053
339		TGOX		10054
340		TGOX		10056
341		TGOX		10057
342		TGOX		10059
343		TGOX		10060
344		TGOX		10061
345		TGOX		10062
346		TGOX		10063
347		TGOX		10064
348		TGOX		10066
349		TGOX		10067
350		TGOX		10068
351		TGOX		10069
352		TGOX		10070
353		TGOX		10071
354		TGOX		10072
355		TGOX		10074
356		TGOX		10075
357		TGOX		10076
358		TGOX		10077
359		TGOX		10078
360		TGOX		10079
361		TGOX		10080
362		TGOX		10081
363		TGOX		10082
364		RUSX		10547
365		RUSX		10685
366		RUSX		10686
367		RUSX		10695
368		RUSX		10719
369		TGOX		10766

Annex B - Brae Car Trust Equipment

Car Count		Car Mark		Car Number
370		TGOX		10775
371		TGOX		10776
372		TGOX		10783
373		TGOX		10786
374		TGOX		10791
375		TGOX		10801
376		TGOX		10802
377		TGOX		10803
378		TGOX		10804
379		TGOX		10808
380		TGOX		10810
381		TGOX		10813
382		TGOX		10817
383		TGOX		10822
384		TGOX		10824
385		TGOX		10825
386		TGOX		10827
387		TGOX		10833
388		TGOX		10834
389		TGOX		10839
390		TGOX		10844
391		TGOX		10850
392		TGOX		10851
393		TGOX		10856
394		TGOX		10857
395		TGOX		10858
396		TGOX		10865
397		TGOX		10868
398		TGOX		10875
399		TGOX		10877
400		TGOX		10883
401		TGOX		10884
402		TGOX		10886
403		TGOX		10887
404		TGOX		10888
405		TGOX		10890
406		TGOX		10893
407		TGOX		10894
408		TGOX		10897
409		TGOX		10899
410		TGOX		10903
411		TGOX		10904
412		TGOX		10906
413		TGOX		10911
414		TGOX		10912
415		TGOX		10913

Annex B - Brae Car Trust Equipment

Car Count		Car Mark		Car Number
416		TGOX		10914
417		TGOX		10932
418		TGOX		10941
419		TGOX		10946
420		TGOX		10962
421		TGOX		10964
422		TGOX		10968
423		TGOX		10976
424		TGOX		10980
425		TGOX		10981
426		TGOX		10982
427		NDYX		11045
428		CC		16436
429		CC		16493
430		PLMX		17000
431		PLMX		17001
432		PLMX		17002
433		NDYX		17003
434		PLMX		17004
435		PLMX		17005
436		PLMX		17006
437		PLMX		17007
438		NDYX		17008
439		PLMX		17009
440		PLMX		17010
441		PLMX		17011
442		PLMX		17012
443		PLMX		17013
444		NDYX		17014
445		WC		85500
446		WC		85501
447		WC		85502
448		WC		85503
449		WC		85504
450		WC		85505
451		WC		85506
452		WC		85507
453		WC		85508
454		WC		85509
455		WC		85510
456		WC		85511
457		WC		85512
458		WC		85513
459		WC		85514
460		WC		85515
461		WC		85516

Annex B - Brae Car Trust Equipment

Car Count		Car Mark		Car Number
462		WC		85517
463		WC		85518
464		WC		85519
465		WC		85520
466		WC		85521
467		WC		85522
468		WC		85523
469		WC		85524
470		WC		85525
471		WC		85526
472		WC		85527
473		WC		85528
474		WC		85529
475		WC		85530
476		WC		85531
477		WC		85532
478		WC		85533
479		WC		85534
480		WC		85535
481		WC		85536
482		WC		85537
483		WC		85538
484		WC		85539
485		WC		85540
486		WC		85541
487		WC		85542
488		WC		85543
489		WC		85544
490		WC		85545
491		WC		85546
492		WC		85547
493		WC		85548
494		WC		85549
495		WC		85550
496		WC		85551
497		WC		85552
498		WC		85553
499		WC		85554
500		WC		85555
501		WC		85556
502		WC		85557
503		WC		85558
504		WC		85559
505		WC		85560
506		WC		85561
507		WC		85562

Annex B - Brae Car Trust Equipment

Car Count		Car Mark		Car Number
508		WC		85563
509		WC		85564
510		WC		85565
511		WC		85566
512		WC		85567
513		WC		85568
514		WC		85569
515		WC		85570
516		WC		85571
517		WC		85572
518		WC		85573
519		WC		85574
520		SCYX		253011
521		SCYX		253012
522		SCYX		253015
523		SCYX		253017
524		SCYX		253018
525		SCYX		253019
526		SCYX		253021
527		SCYX		253024
528		SCYX		253025
529		SCYX		253027
530		UMP		253028
531		SCYX		253029
532		SCYX		253030
533		SCYX		253031
534		SCYX		253033
535		SCYX		253034
536		UMP		253036
537		SCYX		253037
538		SCYX		253041
539		SCYX		253043
540		SCYX		253046
541		SCYX		253047
542		SCYX		253048
543		SCYX		253049
544		SCYX		253050
545		SCYX		253051
546		SCYX		253053
547		SCYX		253054
548		SCYX		253058
549		SCYX		253059
550		UMP		253060
551		SCYX		253064
552		SCYX		253066
553		UMP		253069

Annex B - Brae Car Trust Equipment

Car Count		Car Mark		Car Number
554		SCYX		253070
555		UMP		253071
556		SCYX		253073
557		SCYX		253075
558		SCYX		253078
559		UMP		253079
560		SCYX		253081
561		SCYX		253082
562		SCYX		253083
563		UMP		253084
564		SCYX		253085
565		UMP		253086
566		SCYX		253087
567		SCYX		253088
568		SCYX		253091
569		UMP		253092
570		SCYX		253093
571		UMP		253095
572		SCYX		253097
573		UMP		253099
574		SCYX		253100
575		UMP		253101
576		SCYX		253103
577		SCYX		253104
578		SCYX		253107
579		SCYX		253109
580		SCYX		253110
581		SCYX		253112
582		UMP		253115
583		SCYX		253116
584		UMP		253117
585		SCYX		253118
586		UMP		253119
587		SCYX		253121
588		SCYX		253123
589		SCYX		253124
590		SCYX		253126
591		SCYX		253128
592		SCYX		253130
593		SCYX		253131
594		SCYX		253132
595		SCYX		253133
596		SCYX		253135
597		UMP		253136
598		SCYX		253137
599		UMP		253138

Annex B - Brae Car Trust Equipment

Car Count		Car Mark		Car Number
600		SCYX		253139
601		SCYX		253141
602		SCYX		253143
603		UMP		253144
604		SCYX		253145
605		UMP		253146
606		SCYX		253151
607		UMP		253153
608		UMP		253155
609		UMP		253156
610		SCYX		253158
611		SCYX		253161
612		UMP		253162
613		UMP		253165
614		UMP		253167
615		SCYX		253171
616		SCYX		253174
617		SCYX		253175
618		SCYX		253176
619		SCYX		253177
620		UMP		253178
621		SCYX		253184
622		UMP		253186
623		SCYX		253189
624		SCYX		253191
625		SCYX		253192
626		SCYX		253193
627		UMP		253194
628		SCYX		253195
629		UMP		253198
630		UMP		253199
631		SCYX		253200
632		SCYX		253206
633		SCYX		253207
634		UMP		253209
635		SCYX		253213
636		SCYX		253214
637		UMP		253215
638		UMP		253216
639		SCYX		253218
640		SCYX		253219
641		SCYX		253220
642		SCYX		253221
643		SCYX		253222
644		SCYX		253223
645		UMP		253224

Car Count		Car Mark		Car Number
646		SCYX		253225
647		SCYX		253227
648		SCYX		253228
649		SCYX		253230
650		SCYX		253231
651		SCYX		253232
652		SCYX		253233
653		SCYX		253235
654		SCYX		253236
655		SCYX		253237
656		UMP		253238
657		SCYX		253239
658		SCYX		253240
659		UMP		253245
660		SCYX		253246
661		UMP		253247
662		UMP		253249
663		SCYX		253250
664		SCYX		253251
665		UMP		253253
666		UMP		253254
667		SCYX		253256
668		SCYX		253257
669		UMP		253258
670		SCYX		253259
671		UMP		253260
672		UMP		253261
673		SCYX		253263
674		UMP		253264
675		SCYX		253265
676		SCYX		253268
677		UMP		253269
678		SCYX		253271
679		SCYX		253276
680		SCYX		253277
681		SCYX		253279
682		SCYX		253281
683		SCYX		253282
684		UMP		253284
685		SCYX		253286
686		SCYX		253287
687		SCYX		253288
688		SCYX		253289
689		SCYX		253290
690		SCYX		253291
691		SCYX		253292

Annex B - Brae Car Trust Equipment

Car Count		Car Mark		Car Number
692		SCYX		253293
693		SCYX		253296
694		SCYX		253297
695		SCYX		253298
696		SCYX		253299
697		UMP		253300
698		SCYX		253301
699		SCYX		253303
700		SCYX		253306
701		SCYX		253307
702		SCYX		253308
703		UMP		253309
704		SCYX		253310
705		UMP		253312
706		SCYX		253313
707		SCYX		253314
708		UMP		253315
709		SCYX		253316
710		UMP		253317
711		SCYX		253318
712		SCYX		253319
713		SCYX		253320
714		UMP		253321
715		SCYX		253323
716		SCYX		253324
717		SCYX		253325
718		UMP		253326
719		SCYX		253327
720		SCYX		253328
721		SCYX		253329
722		SCYX		253330
723		SCYX		253332
724		UMP		253333
725		UMP		253334
726		UMP		253335
727		UMP		253337
728		SCYX		253338
729		UMP		253339
730		SCYX		253340
731		UMP		253342
732		UMP		253343
733		UMP		253344
734		UMP		253345
735		SCYX		253347
736		UMP		253348
737		UMP		253349

Annex B - Brae Car Trust Equipment

Car Count		Car Mark		Car Number
738		UMP		253351
739		SCYX		253352
740		SCYX		253353
741		SCYX		253354
742		SCYX		253355
743		SCYX		253361
744		UMP		253363
745		UMP		253366
746		SCYX		253367
747		UMP		253368
748		UMP		253369
749		SCYX		253371
750		SCYX		253372
751		SCYX		253373
752		SCYX		253375
753		UMP		253376
754		SCYX		253377
755		SCYX		253378
756		UMP		253379
757		SCYX		253380
758		UMP		253382
759		SCYX		253383
760		UMP		253384
761		UMP		253385
762		SCYX		253387
763		SCYX		253388
764		UMP		253390
765		SCYX		253391
766		UMP		253392
767		SCYX		253393
768		SCYX		253395
769		SCYX		253396
770		UMP		253397
771		UMP		253398
772		UMP		253400
773		UMP		253403
774		TSBY		260225
775		TSBY		260226
776		TSBY		260228
777		TSBY		260229
778		TSBY		260230
779		TSBY		260232
780		TSBY		260233
781		TSBY		260236
782		TSBY		260237
783		TSBY		260238

Annex B - Brae Car Trust Equipment

Car Count		Car Mark		Car Number
784		TSBY		260239
785		TSBY		260240
786		TSBY		260241
787		TSBY		260242
788		TSBY		260243
789		TSBY		260244
790		TSBY		260245
791		TSBY		260246
792		TSBY		260248
793		TSBY		260249
794		TSBY		260250
795		CC		260252
796		TSBY		260253
797		TSBY		260254
798		TSBY		260255
799		TSBY		260256
800		TSBY		260257
801		TSBY		260260
802		TSBY		260261
803		TSBY		260262
804		TSBY		260263
805		TSBY		260264
806		TSBY		260265
807		TSBY		260266
808		TSBY		260267
809		TSBY		260268
810		TSBY		260269
811		TSBY		260270
812		TSBY		260271
813		TSBY		260272
814		TSBY		260273
815		TSBY		260274
816		TSBY		260275
817		TSBY		260276
818		TSBY		260277
819		TSBY		260278
820		TSBY		260279
821		TSBY		260282
822		TSBY		260283
823		TSBY		260284
824		TSBY		260285
825		TSBY		260286
826		TSBY		260287
827		TSBY		260288
828		TSBY		260291
829		TSBY		260292

Annex B - Brae Car Trust Equipment

Car Count		Car Mark		Car Number
830		TSBY		260293
831		TSBY		260294
832		TSBY		260295
833		TSBY		260296
834		TSBY		260297
835		TSBY		260298
836		TSBY		260299
837		TSBY		260300
838		TSBY		260301
839		TSBY		260302
840		TSBY		260303
841		TSBY		260304
842		TSBY		260305
843		TSBY		260306
844		TSBY		260307
845		TSBY		260308
846		TSBY		260309
847		TSBY		260310
848		TSBY		260311
849		TSBY		260313
850		CC		260314
851		TSBY		260315
852		TSBY		260316
853		TSBY		260317
854		TSBY		260318
855		TSBY		260321
856		TSBY		260322
857		TSBY		260323
858		TSBY		260324
859		NAHX		466004
860		NAHX		466009
861		SCYX		466010
862		NAHX		466025
863		NAHX		466029
864		NAHX		466031
865		NAHX		466042
866		NAHX		466043
867		NAHX		466049
868		NAHX		466054
869		NAHX		466055
870		NAHX		466064
871		NAHX		466077
872		NAHX		466081
873		NAHX		466085
874		NAHX		466092
875		NAHX		466095

Car Count		Car Mark		Car Number
876		NAHX		466099
877		SCYX		466106
878		SCYX		466108
879		NAHX		466111
880		SCYX		466115
881		NAHX		466128
882		NAHX		466133
883		NAHX		466134
884		SCYX		466139
885		NAHX		466149
886		NAHX		466151
887		NAHX		466157
888		NAHX		466158
889		NAHX		466164
890		NAHX		466165
891		NAHX		466167
892		SCYX		466171
893		NAHX		466172
894		NAHX		466180
895		NAHX		466185
896		NAHX		466192
897		NAHX		466208
898		NAHX		466225
899		NAHX		466229
900		NAHX		466235
901		NAHX		466246
902		NAHX		466247
903		SCYX		466253
904		NAHX		466263
905		NAHX		466265
906		NAHX		466275
907		NAHX		466284
908		NAHX		466285
909		NAHX		466330
910		NAHX		466337
911		NAHX		466339
912		NAHX		466352
913		NAHX		466364
914		SCYX		466376
915		NAHX		466379
916		NAHX		466381
917		SCYX		466496
918		SCYX		466497
919		SCYX		466498
920		SCYX		466500
921		SCYX		466501

Annex B - Brae Car Trust Equipment

Car Count		Car Mark		Car Number
922		SCYX		466502
923		RUSX		500029
924		RUSX		500092
925		RUSX		510010
926		RUSX		510028
927		NDYX		512054
928		PLMX		512061
929		PLMX		512064
930		RUSX		800411

BALL JANIK LLP

CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy to the original Assignment and Assumption Agreement (BraeCar Trust) dated June 6, 1996, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.

Louis E. Gitomer
June 12, 1996