BALL JANIK LLP

ATTORNEYS

1455 F STREET, NW, SUITE 225
WASHINGTON, D.C. 20005

TELEPHONE 202-638-3307
FACSIMILE 202-783-6947

June 12, 1996

RECORDATION NO. 12031-Q FILED 1425

JUN 12 1996 -2 25 PM

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 nine certified copies of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is an Assignment and Assumption Agreement (North American Car Trust), a secondary document, dated June 6, 1996. The primary documents to which this document is connected are recorded under Recordation Nos. 9348, 9349, 12031, 12037, and 12987. We request that this document be recorded under Recordation Nos. 9348-H, 9349-H, 12031-Q, 12037-G, and 12987-D.

The names and addresses of the parties to the Assignment and Assumption Agreement (North American Car 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 333 cars listed in the Attachment.

A fee of $105.00 is enclosed. Please return the original and four certified copies to:

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

A short summary of the document to appear in the index follows: an Assignment and Assumption Agreement (North American Car 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 333 cars described in the Attachment.

Very Truly Yours,

Louis E. Gitomer

Enclosure

ATTACHMENT

Annex B - North American Car Trust Equipment

Car Count		Car Mark		Car Number
1		RUSX		4000
2		RUSX		4004
3		RUSX		4007
4		RUSX		4009
5		RUSX		4019
6		RUSX		4020
7		RUSX		4021
8		RUSX		4022
9		RUSX		4024
10		RUSX		4027
11		RUSX		4031
12		RUSX		4039
13		RUSX		4041
14		RUSX		4044
15		RUSX		4046
16		RUSX		4058
17		RUSX		4059
18		RUSX		4060
19		RUSX		4062
20		RUSX		4063
21		RUSX		4065
22		RUSX		4067
23		RUSX		4068
24		RUSX		4070
25		RUSX		4073
26		RUSX		4080
27		RUSX		4085
28		RUSX		4087
29		RUSX		4091
30		RUSX		4092
31		RUSX		4093
32		RUSX		4094
33		RUSX		5061
34		RUSX		5062
35		RUSX		5066
36		RUSX		5067
37		RUSX		5068
38		RUSX		5069
39		RUSX		5070
40		RUSX		5071
41		RUSX		5072
42		RUSX		5073
43		RUSX		5074
44		RUSX		5075
45		RUSX		5077
46		RUSX		5078
47		RUSX		5079

Car Count		Car Mark		Car Number
48		RUSX		5080
49		RUSX		5318
50		RUSX		5319
51		RUSX		5320
52		RUSX		5321
53		RUSX		5322
54		RUSX		5323
55		RUSX		5324
56		RUSX		5325
57		RUSX		5326
58		RUSX		5327
59		RUSX		5328
60		RUSX		5329
61		RUSX		5330
62		RUSX		5331
63		RUSX		5332
64		RUSX		5334
65		RUSX		5335
66		RUSX		5336
67		RUSX		5337
68		RUSX		5338
69		RUSX		5339
70		RUSX		5340
71		RUSX		5341
72		RUSX		5342
73		RUSX		5343
74		RUSX		5344
75		RUSX		5345
76		RUSX		5346
77		RUSX		5347
78		RUSX		5348
79		RUSX		5349
80		RUSX		5350
81		RUSX		5353
82		RUSX		5354
83		RUSX		5355
84		RUSX		5356
85		RUSX		5357
86		RUSX		5358
87		RUSX		5360
88		RUSX		5361
89		RUSX		5363
90		RUSX		5364
91		RUSX		5365
92		RUSX		5366
93		RUSX		5367

Car Count		Car Mark		Car Number
94		RUSX		5369
95		RUSX		5370
96		RUSX		5371
97		RUSX		5372
98		RUSX		5373
99		RUSX		5375
100		RUSX		5376
101		RUSX		5377
102		RUSX		5379
103		RUSX		5380
104		RUSX		5381
105		RUSX		5383
106		RUSX		5384
107		RUSX		5385
108		RUSX		5386
109		RUSX		5387
110		RUSX		5388
111		RUSX		5389
112		RUSX		5390
113		RUSX		5391
114		RUSX		5392
115		RUSX		5393
116		RUSX		5394
117		RUSX		5395
118		RUSX		5406
119		RUSX		5408
120		RUSX		5411
121		RUSX		5417
122		RUSX		5418
123		RUSX		5420
124		RUSX		5422
125		RUSX		5423
126		RUSX		5424
127		RUSX		5427
128		RUSX		5432
129		RUSX		5433
130		RUSX		5437
131		RUSX		5447
132		RUSX		5448
133		RUSX		5450
134		RUSX		5456
135		RUSX		5462
136		RUSX		5466
137		RUSX		5469
138		RUSX		5475
139		RUSX		5477

Car Count		Car Mark		Car Number
140		RUSX		5480
141		RUSX		5486
142		RUSX		5488
143		RUSX		5489
144		RUSX		5494
145		RUSX		5496
146		RUSX		5502
147		RUSX		5507
148		RUSX		5511
149		RUSX		5513
150		RUSX		5523
151		RUSX		5528
152		RUSX		10500
153		RUSX		10584
154		RUSX		10615
155		RUSX		10631
156		RUSX		10638
157		RUSX		10648
158		RUSX		10657
159		RUSX		10669
160		RUSX		10672
161		RUSX		10679
162		RUSX		10681
163		TGOX		10993
164		TGOX		10998
165		TGOX		10999
166		TGOX		11000
167		RUSX		57916
168		GROX		60046
169		RUSX		63108
170		RUSX		63112
171		RUSX		63116
172		RUSX		63126
173		RUSX		63131
174		RUSX		63141
175		RUSX		63144
176		RUSX		63145
177		RUSX		63152
178		RUSX		63154
179		RUSX		63158
180		RUSX		63170
181		RUSX		63174
182		RUSX		63193
183		RUSX		63196
184		RUSX		63199
185		RUSX		63205

Car Count		Car Mark		Car Number
186		RUSX		63207
187		RUSX		63880
188		RUSX		63888
189		RUSX		63889
190		RUSX		63896
191		RUSX		63903
192		RUSX		94280
193		RUSX		94281
194		RUSX		94282
195		RUSX		94285
196		RUSX		94286
197		RUSX		94288
198		RUSX		94289
199		RUSX		94291
200		RUSX		94293
201		RUSX		94296
202		RUSX		94298
203		RUSX		94299
204		RUSX		94304
205		RUSX		94309
206		RUSX		94310
207		RUSX		94311
208		RUSX		94312
209		RUSX		94315
210		RUSX		190102
211		RUSX		190112
212		RUSX		190115
213		RUSX		190133
214		RUSX		190174
215		RUSX		190712
216		RUSX		390255
217		RUSX		390256
218		RUSX		390257
219		RUSX		390258
220		RUSX		390259
221		RUSX		390260
222		RUSX		390261
223		RUSX		390262
224		RUSX		390263
225		RUSX		390264
226		RUSX		390265
227		RUSX		463005
228		RUSX		463016
229		RUSX		463019
230		RUSX		463039
231		RUSX		463055

Car Count		Car Mark		Car Number
232		RUSX		463056
233		RUSX		463060
234		RUSX		463063
235		RUSX		463127
236		RUSX		483250
237		RUSX		483261
238		RUSX		483262
239		RUSX		483287
240		RUSX		483323
241		RUSX		483345
242		RUSX		483356
243		RUSX		483387
244		RUSX		483400
245		RUSX		483407
246		RUSX		483414
247		RUSX		483421
248		RUSX		483428
249		RUSX		483429
250		RUSX		483434
251		RUSX		483447
252		RUSX		484942
253		RUSX		484946
254		RUSX		484947
255		RUSX		485003
256		RUSX		485004
257		RUSX		485005
258		RUSX		485006
259		RUSX		485007
260		RUSX		485009
261		RUSX		485023
262		RUSX		485024
263		RUSX		485026
264		RUSX		485030
265		RUSX		485031
266		RUSX		485035
267		RUSX		485036
268		RUSX		485037
269		RUSX		485038
270		RUSX		485041
271		RUSX		485042
272		RUSX		485043
273		RUSX		485044
274		RUSX		485045
275		RUSX		485047
276		RUSX		485756
277		RUSX		485757

Car Count		Car Mark		Car Number
278		RUSX		485759
279		RUSX		485761
280		RUSX		486426
281		RUSX		486580
282		RUSX		486582
283		RUSX		486590
284		RUSX		486596
285		RUSX		486597
286		RUSX		486599
287		RUSX		486606
288		RUSX		486608
289		RUSX		486613
290		RUSX		486615
291		RUSX		486637
292		RUSX		486639
293		RUSX		486643
294		RUSX		486651
295		RUSX		488032
296		RUSX		488034
297		RUSX		488035
298		RUSX		488039
299		RUSX		488050
300		RUSX		488051
301		RUSX		488052
302		RUSX		488054
303		RUSX		488055
304		RUSX		488057
305		RUSX		488077
306		RUSX		488111
307		RUSX		500001
308		TGOX		500011
309		TGOX		500013
310		RUSX		500036
311		RUSX		500048
312		TGOX		500051
313		TGOX		500053
314		TGOX		500054
315		TGOX		500055
316		TGOX		500056
317		TGOX		500058
318		TGOX		500060
319		TGOX		500067
320		TGOX		500070
321		TGOX		500073
322		TGOX		500074
323		TGOX		500133

Annex B - North American Car Trust Equipment

Car Count		Car Mark		Car Number
324		TGOX		500134
325		TGOX		500140
326		TGOX		500145
327		TGOX		500148
328		TGOX		500150
329		RUSX		550072
330		RUSX		550073
331		RUSX		800391
332		RUSX		800431
333		RUSX		800471

BALL JANIK LLP

CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy to the original Assignment and Assumption Agreement (North American Car 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

RECORDATION NO. 12031-Q FILED 1425
JUN 12 1996 -2 25 PM
INTERSTATE COMMERCE COMMISSION

ASSIGNMENT AND ASSUMPTION AGREEMENT
(North American Car 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: Catherine 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 6th 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.

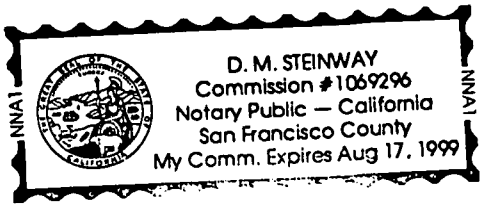
Jacqueline Y. Witherspoon
Notary Public

JACQUELINE Y. WITHERSPOON
Commission #1014667
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

Annex A - North American Car Trust Full Assignment

Car Count	Car Mark	Car Number	Lessee	Lessee ID	Schedule Number
2	RUSX	550072	BEST FOODS	1243	004B
13	RUSX	94285	NORTON ALCOA PROPPANTS	1489	0001
1	RUSX	94286	PROKO INDUSTRIES, INC.	1252	0003
16					

Annex A - North American Car Trust Partial Assignment

Car Count	Car Mark	Car Number	Lessee	Lessee ID	Schedule Number
1	RUSX	57916	ADM - ARCHER DANIELS MIDLAND	1385	0014
9	RUSX	63108	ARCADIAN PARTNERS, L.P.	1337	0003
118	GROX	60046	BURLINGTON NORTHERN RAILROAD	2064	0005
46	RUSX	63112	LOUIS DREYFUS CORPORATION	1203	0017
128	RUSX	63145	LOUIS DREYFUS CORPORATION	1203	0018
11	RUSX	390255	PLM REMARKETING INC	1334	0001
4	RUSX	94280	US GYPSUM	1578	0002
317					

Annex B - North American Car Trust Equipment

Car Count		Car Mark		Car Number
1		RUSX		4000
2		RUSX		4004
3		RUSX		4007
4		RUSX		4009
5		RUSX		4019
6		RUSX		4020
7		RUSX		4021
8		RUSX		4022
9		RUSX		4024
10		RUSX		4027
11		RUSX		4031
12		RUSX		4039
13		RUSX		4041
14		RUSX		4044
15		RUSX		4046
16		RUSX		4058
17		RUSX		4059
18		RUSX		4060
19		RUSX		4062
20		RUSX		4063
21		RUSX		4065
22		RUSX		4067
23		RUSX		4068
24		RUSX		4070
25		RUSX		4073
26		RUSX		4080
27		RUSX		4085
28		RUSX		4087
29		RUSX		4091
30		RUSX		4092
31		RUSX		4093
32		RUSX		4094
33		RUSX		5061
34		RUSX		5062
35		RUSX		5066
36		RUSX		5067
37		RUSX		5068
38		RUSX		5069
39		RUSX		5070
40		RUSX		5071
41		RUSX		5072
42		RUSX		5073
43		RUSX		5074
44		RUSX		5075
45		RUSX		5077
46		RUSX		5078
47		RUSX		5079

Car Count		Car Mark		Car Number
48		RUSX		5080
49		RUSX		5318
50		RUSX		5319
51		RUSX		5320
52		RUSX		5321
53		RUSX		5322
54		RUSX		5323
55		RUSX		5324
56		RUSX		5325
57		RUSX		5326
58		RUSX		5327
59		RUSX		5328
60		RUSX		5329
61		RUSX		5330
62		RUSX		5331
63		RUSX		5332
64		RUSX		5334
65		RUSX		5335
66		RUSX		5336
67		RUSX		5337
68		RUSX		5338
69		RUSX		5339
70		RUSX		5340
71		RUSX		5341
72		RUSX		5342
73		RUSX		5343
74		RUSX		5344
75		RUSX		5345
76		RUSX		5346
77		RUSX		5347
78		RUSX		5348
79		RUSX		5349
80		RUSX		5350
81		RUSX		5353
82		RUSX		5354
83		RUSX		5355
84		RUSX		5356
85		RUSX		5357
86		RUSX		5358
87		RUSX		5360
88		RUSX		5361
89		RUSX		5363
90		RUSX		5364
91		RUSX		5365
92		RUSX		5366
93		RUSX		5367

Car Count		Car Mark		Car Number
94		RUSX		5369
95		RUSX		5370
96		RUSX		5371
97		RUSX		5372
98		RUSX		5373
99		RUSX		5375
100		RUSX		5376
101		RUSX		5377
102		RUSX		5379
103		RUSX		5380
104		RUSX		5381
105		RUSX		5383
106		RUSX		5384
107		RUSX		5385
108		RUSX		5386
109		RUSX		5387
110		RUSX		5388
111		RUSX		5389
112		RUSX		5390
113		RUSX		5391
114		RUSX		5392
115		RUSX		5393
116		RUSX		5394
117		RUSX		5395
118		RUSX		5406
119		RUSX		5408
120		RUSX		5411
121		RUSX		5417
122		RUSX		5418
123		RUSX		5420
124		RUSX		5422
125		RUSX		5423
126		RUSX		5424
127		RUSX		5427
128		RUSX		5432
129		RUSX		5433
130		RUSX		5437
131		RUSX		5447
132		RUSX		5448
133		RUSX		5450
134		RUSX		5456
135		RUSX		5462
136		RUSX		5466
137		RUSX		5469
138		RUSX		5475
139		RUSX		5477

Car Count		Car Mark		Car Number
140		RUSX		5480
141		RUSX		5486
142		RUSX		5488
143		RUSX		5489
144		RUSX		5494
145		RUSX		5496
146		RUSX		5502
147		RUSX		5507
148		RUSX		5511
149		RUSX		5513
150		RUSX		5523
151		RUSX		5528
152		RUSX		10500
153		RUSX		10584
154		RUSX		10615
155		RUSX		10631
156		RUSX		10638
157		RUSX		10648
158		RUSX		10657
159		RUSX		10669
160		RUSX		10672
161		RUSX		10679
162		RUSX		10681
163		TGOX		10993
164		TGOX		10998
165		TGOX		10999
166		TGOX		11000
167		RUSX		57916
168		GROX		60046
169		RUSX		63108
170		RUSX		63112
171		RUSX		63116
172		RUSX		63126
173		RUSX		63131
174		RUSX		63141
175		RUSX		63144
176		RUSX		63145
177		RUSX		63152
178		RUSX		63154
179		RUSX		63158
180		RUSX		63170
181		RUSX		63174
182		RUSX		63193
183		RUSX		63196
184		RUSX		63199
185		RUSX		63205

Car Count		Car Mark		Car Number
186		RUSX		63207
187		RUSX		63880
188		RUSX		63888
189		RUSX		63889
190		RUSX		63896
191		RUSX		63903
192		RUSX		94280
193		RUSX		94281
194		RUSX		94282
195		RUSX		94285
196		RUSX		94286
197		RUSX		94288
198		RUSX		94289
199		RUSX		94291
200		RUSX		94293
201		RUSX		94296
202		RUSX		94298
203		RUSX		94299
204		RUSX		94304
205		RUSX		94309
206		RUSX		94310
207		RUSX		94311
208		RUSX		94312
209		RUSX		94315
210		RUSX		190102
211		RUSX		190112
212		RUSX		190115
213		RUSX		190133
214		RUSX		190174
215		RUSX		190712
216		RUSX		390255
217		RUSX		390256
218		RUSX		390257
219		RUSX		390258
220		RUSX		390259
221		RUSX		390260
222		RUSX		390261
223		RUSX		390262
224		RUSX		390263
225		RUSX		390264
226		RUSX		390265
227		RUSX		463005
228		RUSX		463016
229		RUSX		463019
230		RUSX		463039
231		RUSX		463055

Car Count		Car Mark		Car Number
232		RUSX		463056
233		RUSX		463060
234		RUSX		463063
235		RUSX		463127
236		RUSX		483250
237		RUSX		483261
238		RUSX		483262
239		RUSX		483287
240		RUSX		483323
241		RUSX		483345
242		RUSX		483356
243		RUSX		483387
244		RUSX		483400
245		RUSX		483407
246		RUSX		483414
247		RUSX		483421
248		RUSX		483428
249		RUSX		483429
250		RUSX		483434
251		RUSX		483447
252		RUSX		484942
253		RUSX		484946
254		RUSX		484947
255		RUSX		485003
256		RUSX		485004
257		RUSX		485005
258		RUSX		485006
259		RUSX		485007
260		RUSX		485009
261		RUSX		485023
262		RUSX		485024
263		RUSX		485026
264		RUSX		485030
265		RUSX		485031
266		RUSX		485035
267		RUSX		485036
268		RUSX		485037
269		RUSX		485038
270		RUSX		485041
271		RUSX		485042
272		RUSX		485043
273		RUSX		485044
274		RUSX		485045
275		RUSX		485047
276		RUSX		485756
277		RUSX		485757

Car Count		Car Mark		Car Number
278		RUSX		485759
279		RUSX		485761
280		RUSX		486426
281		RUSX		486580
282		RUSX		486582
283		RUSX		486590
284		RUSX		486596
285		RUSX		486597
286		RUSX		486599
287		RUSX		486606
288		RUSX		486608
289		RUSX		486613
290		RUSX		486615
291		RUSX		486637
292		RUSX		486639
293		RUSX		486643
294		RUSX		486651
295		RUSX		488032
296		RUSX		488034
297		RUSX		488035
298		RUSX		488039
299		RUSX		488050
300		RUSX		488051
301		RUSX		488052
302		RUSX		488054
303		RUSX		488055
304		RUSX		488057
305		RUSX		488077
306		RUSX		488111
307		RUSX		500001
308		TGOX		500011
309		TGOX		500013
310		RUSX		500036
311		RUSX		500048
312		TGOX		500051
313		TGOX		500053
314		TGOX		500054
315		TGOX		500055
316		TGOX		500056
317		TGOX		500058
318		TGOX		500060
319		TGOX		500067
320		TGOX		500070
321		TGOX		500073
322		TGOX		500074
323		TGOX		500133

Annex B - North American Car Trust Equipment

Car Count		Car Mark		Car Number
324		TGOX		500134
325		TGOX		500140
326		TGOX		500145
327		TGOX		500148
328		TGOX		500150
329		RUSX		550072
330		RUSX		550073
331		RUSX		800391
332		RUSX		800431
333		RUSX		800471

BALL JANIK LLP

CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy to the original Assignment and Assumption Agreement (North American Car 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