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OF COUNSEL
URBAN A. LESTER

March 23, 1998

John

21287-A, B, C

RECORDATION NO. FILED

MAR 23 '98 12-54 PM

MAR 23 12 54 PM '98

RECEIVED
SURFACE TRANSPORTATION
BOARD

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

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies each of three Certificates of Merger, dated March 19, 1998, all secondary documents as defined in the Board's Rules for the Recordation of Documents.

The enclosed documents relate to the Security Agreement which was previously filed with the Board under Recordation Number 21287.

The names and addresses of the parties to the enclosed documents are:

Merged Entities: Wilmington Trust Company, as trustee of
AFL Trust I, Trust II and Trust III
1100 North Market Street
Wilmington, DE 19890

Surviving Entities: Wilmington Trust Company, as trustee of
Sonoma Trust I, Trust II and Trust III
1100 North Market Street
Wilmington, DE 19890

Mr. Vernon A. Williams

March 23, 1998

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There is no additional railroad equipment associated with the enclosed Certificates of Merger.

Also enclosed is a check in the amount of \$78.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Robert W. Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg
Enclosures

CERTIFICATE OF MERGER

OF

RECORDATION NO. 21287-B FILED

AFL TRUST II

MAR 23 '98

12-54 PM

into

SONOMA TRUST II

dated: March 19, 1998

The undersigned business trust formed and existing under and by virtue of the Delaware Business Trust Act, 12 Del.C. §3801, et seq.,

DOES HEREBY CERTIFY:

FIRST: The name and jurisdiction of formation or organization of each of the constituent entities which is to merge are as follows:

<u>Name</u>	<u>Jurisdiction of Formation or Organization</u>
Sonoma Trust II	Delaware
AFL Trust II	Delaware

SECOND: An Agreement and Plan of Merger has been approved and executed by Sonoma Trust II and AFL Trust II.

THIRD: The name of the surviving Delaware business trust is Sonoma Trust II.

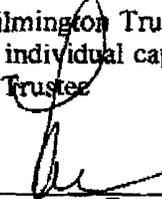
FOURTH: The merger of AFL Trust II into Sonoma Trust II shall be effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

FIFTH: The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving Delaware business trust. The address of the principal place of business of the surviving Delaware business trust is c/o Wilmington Trust Company, as trustee, Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890-001, Attn: Corporate Trust Administration.

SIXTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving Delaware business trust, on request and without cost, to any beneficial owner of AFL Trust II and to any beneficial owner of Sonoma Trust II.

SONOMA TRUST II

By: Wilmington Trust Company, not in its individual capacity but solely as Trustee

By: 

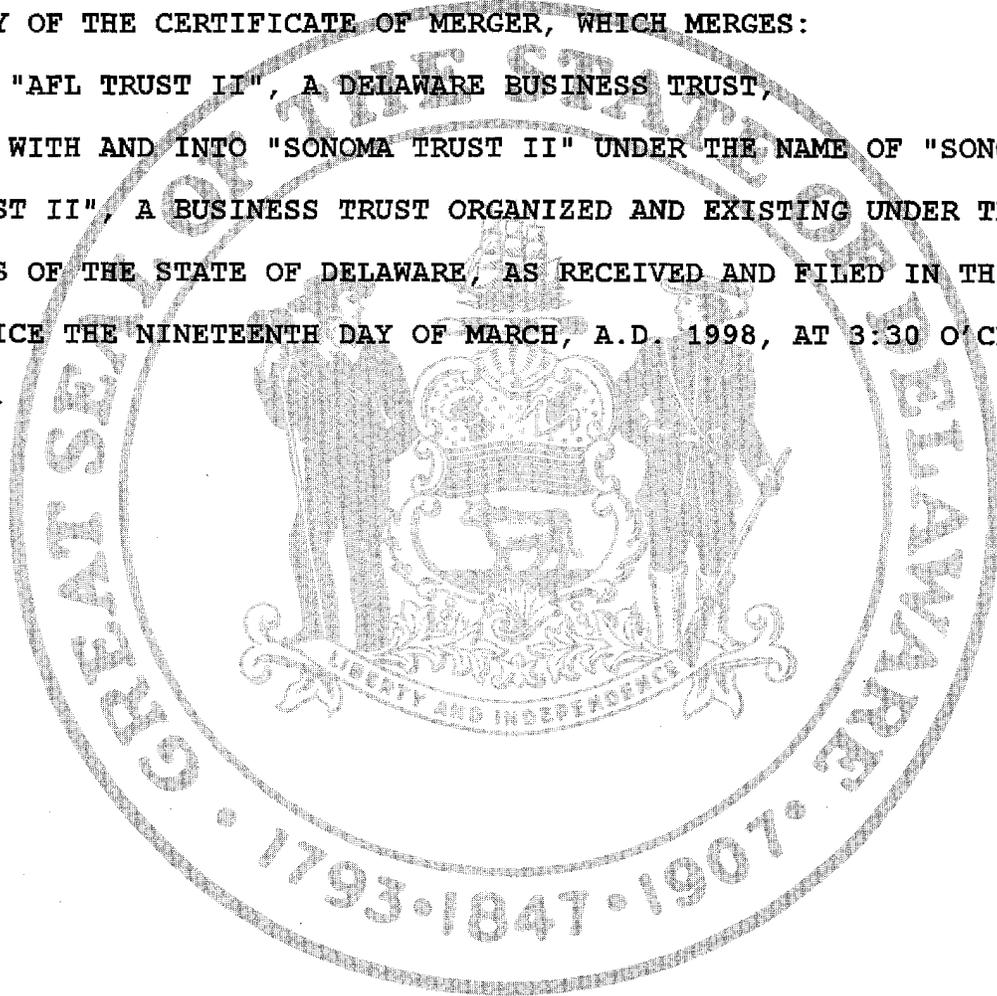
Name: **Patricia A. Evans**
Title: **Financial Services Officer**

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"AFL TRUST II", A DELAWARE BUSINESS TRUST,
WITH AND INTO "SONOMA TRUST II" UNDER THE NAME OF "SONOMA TRUST II", A BUSINESS TRUST ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINETEENTH DAY OF MARCH, A.D. 1998, AT 3:30 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8981444

DATE: 03-19-98