

0100841002

BALL, JANIK & NOVACK
ATTORNEYS AT LAW

1101 PENNSYLVANIA AVE. N.W., SUITE 1035
WASHINGTON, D. C. 20004
TELEPHONE (202) 638-3307
TELECOPY (202) 783-6947

101 S.W. MAIN ST. SUITE 1100
PORTLAND, OREGON 97204 3274
TELEPHONE (503) 228-2525
TELECOPY (503) 295-1058

November 3, 1995

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

RECORDATION NO.

19477-B
FILED 1425

NOV 3 1995 11:11 AM

INTERSTATE COMMERCE COMMISSION

LICENSED CLERK

NOV 3 11 05 AM '95

Honorable Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, DC 20423

Dear Secretary Williams:

I have enclosed the original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. §11303.

The document is an Assignment to and Appointment of Successor Trustee, a secondary document, dated as of October 2, 14, 1995. The primary document to which this is connected is recorded under Recordation No. 19477. We request that this document be recorded under Recordation No. 19477-B.

The names and addresses of the parties to the Assignment to and Appointment of Successor Trustee are:

Assignor:

The First National Bank of Boston
Blue Hill Office Park
150 Royall Street
Canton, MA 02021

Assignee:

State Street Bank and Trust Company
225 Franklin Street
Boston, MA 02110

A description of the equipment covered by the Assignment to and Appointment of Successor Trustee consists of 75 General Electric AC4400 CW diesel-electric locomotives numbered SP 303-377, inclusive.

Counter parts - Jimmie Holzman



Interstate Commerce Commission
Washington, D.C. 20423-0001

Office Of The Secretary

11/3/95

Louis E. Gitomer
Ball, Janik & Novack
1101 Pennsylvania Ave., NW., Ste. 1035
Washington, DC., 20004

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 11/3/95 at 11:10AM , and assigned recordation number(s). 19477-B.

Sincerely yours.

Vernon A. Williams
Secretary

Enclosure(s)
(0100841002)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with document filed on the date shown. This receipt is issued for the amount paid and in no way indicate acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

NOV 3 1995 11 10 AM

ASSIGNMENT TO AND APPOINTMENT OF SUCCESSOR TRUSTEE

This ASSIGNMENT TO AND APPOINTMENT OF SUCCESSOR TRUSTEE, dated as of October 2, 1995 is among The First National Bank of Boston and State Street Bank and Trust Company hereinafter together referred to as "Parties."

WHEREAS, effective October 2, 1995, State Street Bank and Trust Company, a Massachusetts trust company ("SSB"), did purchase substantially all of the corporate trust business of The First National Bank of Boston ("FNB"); and

WHEREAS, a portion of the corporate trust business of FNB purchased by SSB included transactions generating documents filed and recorded under 49 U.S.C. § 11303 with the Interstate Commerce Commission ("ICC"); and

WHEREAS, included among the transactions purchased by SSB is the interest of FNB as Indenture Trustee under that certain Trust Indenture and Security Agreement (SPT 1995-D) dated as of June 15, 1995 (the "Indenture") between SSB as Owner Trustee and FNB as Indenture Trustee; and

WHEREAS, pursuant to Section 7.02(d) of the Indenture, upon the purchase of substantially all of the corporate trust business of FNB, SSB became the successor Indenture Trustee under the Indenture without further act; and

WHEREAS, SSB is eligible to act as Indenture Trustee in accordance with Section 7.02 (c) of the Indenture; and

WHEREAS, each of the documents filed with the ICC to which SSB has succeeded FNB as Indenture Trustee, including the Indenture, are identified by the ICC Recordation Nos. listed in Schedule A attached and made a part hereof;

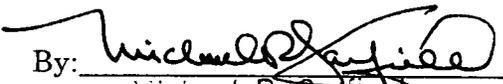
NOW THEREFORE, in consideration of the mutual covenants herein between and among the Parties, and as set forth herein by reference, and for other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and in recognition of the need to place of record the aforesaid succession in and among certain records maintained by the ICC under 49 U.S.C. § 11303, the Parties hereto agree as follows:

1. SSB is, nunc pro tunc as of October 2, 1995, the successor Indenture Trustee under the Indenture to FNB, including with respect to those certain documents listed and identified by the ICC Recordation Nos. in Schedule A attached hereto.

2. This Assignment to and Appointment of Successor Trustee shall be governed by the laws of Massachusetts; provided, however, that the Parties shall be entitled to all the rights conferred by 49 U.S.C. § 11303.

IN WITNESS WHEREOF, the Parties hereto have caused this Assignment to and Appointment of Successor Trustee to be executed in their respective names, by officers thereof duly authorized, or through a power of attorney duly authorized, all as of the date first written above.

THE FIRST NATIONAL
BANK OF BOSTON

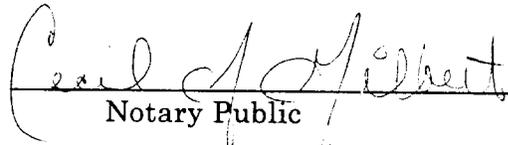
By: 
Name: Michael R. Garfield
Title: ~~Authorized Officer~~

STATE STREET BANK AND
TRUST COMPANY

By: 
Name: DONALD E. SMITH
Title: VICE PRESIDENT

COMMONWEALTH OF MASSACHUSETTS)
) ss:
COUNTY OF SUFFOLK)

On the 2nd day of November, 1995, before me personally
appeared the within named DONALD E. SMITH, to me personally known,
who, being by me duly sworn, says that he/she is a
VICE PRESIDENT
_____ of State Street Bank and Trust Company
("SSB"), that he/she is duly authorized to execute the foregoing instrument on
behalf of SSB and that the said instrument was signed on behalf of SSB by
authority of its Board of Directors and he/she acknowledged that the execution
of the foregoing instrument was the free act and deed of the said SSB.



Notary Public

[Notary Seal]

CECIL A. GILBERT
Notary Public
My Commission Expires July 12, 2002

My Commission expires _____

COMMONWEALTH OF MASSACHUSETTS)
) ss:
COUNTY OF)

On the 2nd day of November, 1995, before me personally appeared the within named Michael R. Garfield, to me personally known, who, being by me duly sworn, says that he/she is a Authorized Officer of The First National Bank of Boston ("FNB"), that he/she is duly authorized to execute the foregoing instrument on behalf of FNB and that the said instrument was signed on behalf of FNB by authority of its Board of Directors and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said FNB.

Judith G. Mercurio
Notary Public

[Notary Seal]

My Commission expires April 15, 1999

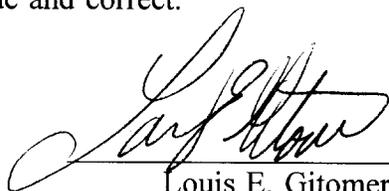
SCHEDULE A

ICC Recordation Numbers

19477-A

CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy of the original Assignment to and Appointment of Successor Trustee dated as of October 2, 1995, 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.

A handwritten signature in cursive script, appearing to read "Louis E. Gitomer", is written over a horizontal line.

Louis E. Gitomer
November 3, 1995