

C County into - Judith McDonald

19477-C

1995 AM

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November 7, 1995

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

0100845004
\$ 21.00

RECORDED
NOV 10 1995

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 November 7, 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-C.

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

Assignor:

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

Assignee:

State Street Bank and Trust Company of Connecticut, National Association
750 Main Street
Hartford, CT 06103

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.



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

11/7/95

Office Of The Secretary

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 11/6/95 at 10:00AM , and assigned recordation number(s). 19477-C.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

(0100845004)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates 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

19477-C

1995 AM

ASSIGNMENT TO AND APPOINTMENT OF SUCCESSOR TRUSTEE

THIS ASSIGNMENT TO AND APPOINTMENT OF SUCCESSOR TRUSTEE effective as of November 7, 1995 (this "Agreement") by and between State Street Bank and Trust Company ("State Street") and State Street Bank and Trust Company of Connecticut, National Association ("State Street Connecticut").

WITNESSETH:

WHEREAS, State Street was the original owner trustee (the "Original Owner Trustee") under the Trust Agreement dated as June 15, 1995 (the "Trust Agreement") between State Street and General Electric Capital Corporation; and

WHEREAS, the Original Owner Trustee entered into certain other related documents, including that certain Trust Indenture and Security Agreement (SPT 1995-D) dated as of June 15, 1995 (the "Indenture") between the Original Owner Trustee and State Street Bank and Trust Company, as successor in interest to the First National Bank of Boston, as indenture trustee; and

WHEREAS, State Street Connecticut, having obtained all requisite approvals, has succeeded the Original Owner Trustee under the Trust Agreement and related documents, including the Indenture; and

WHEREAS, certain documents, including the Indenture, have been filed and recorded with the Interstate Commerce Commission ("ICC") under 49 U.S.C. § 11303, as more particularly described on the attached Schedule A;

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NOW, THEREFORE, in consideration of the mutual covenants herein between and among the parties hereto, 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. The Original Owner Trustee hereby assigns and transfers to State Street Connecticut and its successors and assigns, all the estates, properties, interests, rights, powers, duties and trusts of the Original Owner Trustee in, to and under the Trust Agreement, including all such estates, properties, rights, powers, duties, and trusts of the Original Owner Trustee under the relevant documents referred to in the Trust Agreement, and including the Indenture, such assignment and transfer to be effective on the date first above written.

2. State Street Connecticut hereby accepts such assignment and accepts, upon the trusts expressed in the Trust Agreement, all the estates, properties, interests, rights, powers, duties and trusts of the Original Owner Trustee under and pursuant to the Trust Agreement, including all such estates, properties, rights, powers, duties and trusts of the Original Owner Trustee under the relevant documents referred to in the Trust Agreement, and including the Indenture, and agrees to be bound by all of the terms and conditions thereof, such acceptance and agreement to be effective on the date first above written.

3. This Instrument shall in all respects be governed by, and construed in accordance with, the laws of the State of Connecticut, including all matters of construction, validity and performance; 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.

STATE STREET BANK AND TRUST COMPANY OF CONNECTICUT, NATIONAL ASSOCIATION

STATE STREET BANK AND TRUST COMPANY

By: Sherree Mailhot
Name: SHEREE MAILHOT
Title: ASSISTANT VICE PRESIDENT

By: Sherree Mailhot
Name: SHEREE MAILHOT
Title: ASSISTANT VICE PRESIDENT

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STATE OF CONNECTICUT)

) ss:

COUNTY OF HARTFORD)

On the 3rd day of November, 1995, before me personally appeared the within named SHEREE MAILHOT, to me personally known, who, being by me duly sworn, says that he/she is a

ASSISTANT VICE PRESIDENT of State Street Bank and Trust Company of Connecticut, National Association ("SSBTC"), that he/she is duly authorized to execute the foregoing instrument on behalf of SSBTC and that the said instrument was signed on such date on behalf of SSBTC 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 SSBTC.

Maryanne Y. Dufresne
Notary Public

MARYANNE Y. DUFRESNE
NOTARY PUBLIC
MY COMMISSION EXPIRES JUL 31, 1997

[Notary Seal]

My Commission expires _____.

STATE OF CONNECTICUT)
) ss:
COUNTY OF HARTFORD)

On the 3rd day of November, 1995, before me personally
appeared the within named SHELLE MAILLON, to me personally known,
who, being by me duly sworn, says that he/she is a
ASSISTANT 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 such
date 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.

Maryanne Y. Dufresne
Notary Public

[Notary Seal]

My Commission expires _____ MARYANNE Y. DUFRESNE
NOTARY PUBLIC
MY COMMISSION EXPIRES JUL 31, 1997

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 November 7, 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", written over a horizontal line.

Louis E. Gitomer
November 7, 1995

BALL, JANIK & NOVACK

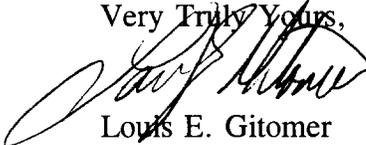
Honorable Vernon A. Williams
November 7, 1995
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A fee of \$21.00 is enclosed. Please return the original to:

Louis E. Gitomer
Of Counsel
Ball, Janik & Novack
Suite 1035
1101 Pennsylvania Avenue, N.W.
Washington, DC 20004

A short summary of the document to appear in the index follows: an Assignment to and Appointment of Successor Trustee between State Street Bank and Trust Company, 225 Franklin Street, Boston, MA 02110, and State Street Bank and Trust Company of Connecticut, National Association, 750 Main Street, Hartford, CT 06103, covering 75 General Electric AC4400 CW diesel-electric locomotives numbered SP 303-377, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures