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ATTORNEYS AT LAW

MARY-SCOTT HUNTER
LEGAL ASSISTANT
612/371-3535

RECORDATION NO. 11855-C FILED 1425

DEC 15 1995 - 2 45 PM

INTERSTATE COMMERCE COMMISSION

✓ (1)

December 11, 1995

Interstate Commerce Commission
12th & Constitution, N.W.
Washington, DC 20423
Attn: Janice Fort

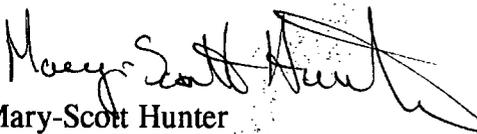
RECEIVED
OFFICE OF THE
SECRETARY
DEC 15 2 40 PM '95
LICENSING BRANCH

Re: Assignment of Mortgage

Enclosed for filing is an Assignment of Equipment Trust Agreement to be filed with your office. Also enclosed is the filing fee of \$21.00 to cover filing fees and acknowledgement copy. Please return the acknowledgment copy to me in the enclosed return envelope as soon as the document has been filed. Thank you.

Please call me if you have any questions.

Very truly yours,


Mary-Scott Hunter

Enclosures



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

Office Of The Secretary

12/15/95

Mary-Scott Hunter
Lindquist & Vennum P.L.L.P.
4200 IDS Center
80 South Eighth Street
Minneapolis, Minnesota 55402-2205

Dear Madam:

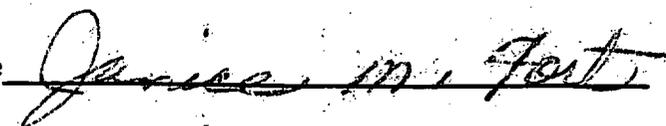
The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of
the Interstate Commerce Act, 49 U.S.C. 11303, on 12/15/95 at 2:45PM, and
assigned recordation number(s). 11855-C.

Sincerely yours,


Vernon A. Williams
Secretary

Enclosure(s)

\$ 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 

DEC 15 1995 -2 45 PM

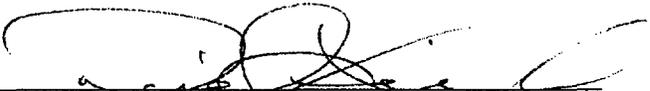
ASSIGNMENT OF EQUIPMENT TRUST AGREEMENT

INTERSTATE COMMERCE COMMISSION

FOR VALUABLE CONSIDERATION, **MORGAN GUARANTY TRUST COMPANY OF NEW YORK** (the "Assignor") hereby assigns to **FIRST TRUST OF NEW YORK** (the "Assignee") all of Assignor's right, title and interest in the Equipment Trust Agreement dated as of May 15, 1980 (the "Trust Agreement") recorded with the Interstate Commerce Commission on May 30, 1980 as Document No. 11855.

THIS ASSIGNMENT is made effective as of the 28 day of November, 1995.

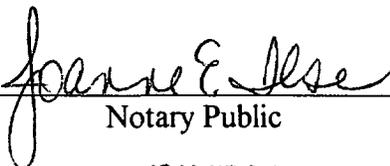
**MORGAN GUARANTY TRUST COMPANY
OF NEW YORK**

By: 
Its: Authorized Officer

STATE OF NEW YORK)
) ss.
COUNTY OF NEW YORK)

On this 28 day of November, 1995, before me personally appeared David K. Leverich, to me personally known, who, being by me duly sworn, says that he/she is a Authorized Officer of Morgan Guaranty Trust Company of New York, that said instrument was signed on behalf of said corporation 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 said corporation.

(NOTARIAL SEAL)


Notary Public

JOANNE E. ILSE
Notary Public, State of New York
No. 011L5018680
Qualified in Queens County
Commission Expires October 4, 1997

THIS INSTRUMENT WAS DRAFTED BY:

Lindquist & Venum P.L.L.P.
4200 IDS Center
80 South Eighth Street
Minneapolis, MN 55402
(612) 371-3525