

SIDLEY & AUSTIN
A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

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LONDON
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RECORDATION NO. 18468-C FILED 1425 TOKYO

125th
Anniversary
1866-1991

WRITER'S DIRECT NUMBER

December 22, 1993

DEC 22 1993 -3 30 PM

INTERSTATE COMMERCE COMMISSION

Office of the Secretary
Recordations Unit
Room 2303
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D.C. 20423

Attention: Ms. Mildred Lee

Dear Ms. Lee:

Enclosed are three original counterparts of the document described below, to be recorded pursuant to 49 U.S.C. § 11303.

The Assignment and Assumption Agreement dated as of December 22, 1993 is a secondary document. The primary documents to which it is connected are recorded under Recordation Nos. 18468 and 18468-C. We request that this assignment be cross-listed. The names and addresses of the parties to such document are as follows:

AT&T Commercial Finance Corporation
44 Whippany Road
Morristown, NJ 07962-1983

The CIT Group/Equipment Financing, Inc.
1211 Avenue of the Americas
21st Floor
New York, NY 10036

The equipment affected by the documents that were recorded under Recordation Nos. 18468 and 18468-C consists of eighty nine 100-ton quadruple hopper cars designed for rotary or bottom dump service and eight locomotives specifically described in Exhibit A to the Assignment and Assumption Agreement.

RECEIVED
OFFICE OF THE
SECRETARY
DEC 22 3 21 AM '93
LICENSING BRANCH

Carlyne S. [Signature]

December 22, 1993
Page 2

A filing fee of \$18.00 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to the undersigned.

A short summary of the documents to appear in the index follows:

Assignment and Assumption Agreement between AT&T Commercial Finance Corporation, as Assignor, and The CIT Group/Equipment Financing, Inc., as Assignee, dated December 22, 1993, covering hopper cars and locomotives identified by Assignor in Schedule A thereto and connected to the Equipment Lease Agreement with Recordation No. 18468 and the Mortgage and Security Agreement with Recordation No. 18468-C.

Very truly yours,

A handwritten signature in black ink that reads "G. Paul Moates". The signature is written in a cursive style with a long horizontal line extending to the right from the end of the name.

G. Paul Moates

Enclosures

RECORDATION NO. 1846 FILED 1425

DEC 22 1993 -3 30 PM

EXECUTION COPY

INTERSTATE COMMERCE COMMISSION

ASSIGNMENT AND ASSUMPTION AGREEMENT

Dated as of December 22, 1993

between

THE CIT GROUP/EQUIPMENT FINANCING, INC.

and

AT&T COMMERCIAL FINANCE CORPORATION,

ALUMINUM/STEEL 100 TON QUADRUPLE HOPPER CARS DESIGNED FOR
ROTARY OR BOTTOM DUMP SERVICE
AND
8 LOCOMOTIVES

FILED WITH THE INTERSTATE COMMERCE COMMISSION
PURSUANT TO 49 U.S.C. § 11303
ON DECEMBER 22, 1993 AT _____ .M.

ASSIGNMENT AND ASSUMPTION AGREEMENT

ASSIGNMENT AND ASSUMPTION AGREEMENT, dated as of December 22, 1993 (this "Agreement") by and between The CIT Group/Equipment Financing, Inc., a New York corporation ("CIT"), and AT&T Commercial Finance Corporation, a Delaware corporation ("AT&T").

WHEREAS, AT&T has entered into a Purchase and Sale Agreement with CIT, dated as of the date hereof, pursuant to which AT&T has agreed to sell to CIT and CIT has agreed to purchase from AT&T all right, title and interest of AT&T in, to and under the Assigned Railcars (as defined in Exhibit A hereto), the Assigned Locomotives (as defined in Exhibit A hereto), the Assigned Additional Railcar Interests (as defined in Exhibit A hereto), the Assigned Wheels (as defined in Exhibit A hereto) and the Assigned Documents (as defined in Exhibit A hereto) and CIT has agreed to assume and discharge all of the obligations and liabilities of AT&T with respect to the Assigned Railcars, the Assigned Locomotives, the Assigned Additional Railcar Interests, the Assigned Wheels and under the Assigned Documents;

NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt, adequacy and sufficiency of which are hereby acknowledged, AT&T does hereby assign, sell, transfer, convey, set over and deliver to CIT, any and all of AT&T's right, title, interest and obligations in, to and under the Assigned Railcars, the Assigned Locomotives, the Assigned Additional Railcar Interests, the Assigned Wheels and the Assigned Documents.

To have and to hold, all and singular, such rights, title and interest, together with the appurtenances thereof, unto CIT and its successors and assigns to and for CIT's and their own use and benefit forever.

CIT, in consideration of the foregoing assignment, sale, transfer, conveyance, setting over and delivery and other good and valuable consideration, the receipt, adequacy and sufficiency of which are hereby acknowledged, does hereby assume and agree to pay, perform and discharge each and all of the obligations and liabilities of AT&T with respect to the Assigned Railcars Assigned Locomotives, the Assigned Additional Railcar Interests, the Assigned Wheels and under the Assigned Documents arising or accruing on or after such assignment, sale, conveyance and delivery.

This Assignment and Assumption Agreement shall be governed by and construed in accordance with the laws of the State of New York without regard to principles of conflict of laws.

This Assignment and Assumption Agreement may be executed in one or more counterparts, each of which shall be considered an original instrument, but all of which shall be

. considered one and the same agreement, and shall become binding when one or more counterparts have been signed by each of the parties hereto and delivered to each of Seller and Buyer.

IN WITNESS WHEREOF, the parties hereunto have caused this Assignment and Assumption Agreement to be executed the day and year first above written.

THE CIT GROUP/EQUIPMENT FINANCING,
INC.

By: _____
Name:
Title:

AT&T COMMERCIAL FINANCE CORPORATION

By: _____
Name:
Title:

Exhibit A
to
Assignment and Assumption Agreement

A. Assigned Railcars

Aluminum/steel 100-ton quadruple hopper cars designed for rotary or bottom dump service, manufactured by Johnstown America Corporation with the following Reporting Marks:

CTRN 600002
CTRN 600015
CTRN 600022
CTRN 600023
CTRN 600024
CTRN 600025
CTRN 600026
CTRN 600028
CTRN 600030
CTRN 600031

CTRN 600032
CTRN 600033
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CTRN 600203
CTRN 600204

B. Assigned Locomotives

Eight locomotives bearing the following reporting marks:

SD 40-T: SP 7351

SD 45-T2: SP 9242
SP 9276
SP 9298
SP 9346
SP 9349
SP 9366
SP 9368

C. Assigned Additional Railcar Interests

AT&T's interest to purchase from Johnstown America Corporation ("Johnstown") and lease to Southern Pacific Transportation Company ("SP") an additional 115 railcars constituting hopper cars manufactured by Johnstown, pursuant to the Equipment Lease Agreement dated as of November 12, 1993 between SP and AT&T.

D. Assigned Wheels

920 36" 100-Ton Capacity, 8 3/8" Rough Bore, One-wear, Griffin Steel Wheels, AAR Design, CH-36, Rim-Treated, Class C railcar wheels attached to the 115 hopper cars to be financed under the Assigned Additional Railcar Interests.

E. Assigned Documents

Each of the following documents to the extent they relate to the Assigned Railcars, Assigned Locomotives, Assigned Additional Railcar Interests and Assigned Wheels:

1. Equipment Lease Agreement dated as of November 12, 1993 between AT&T and SP;
2. Lease Supplement No. 2 to the Equipment Lease, dated as of November 12, 1993;
3. Assignment and Consent Agreement dated as of November 12, 1993 among AT&T, SP and Johnstown;
4. Assignment and Consent Agreement dated as of November 12, 1993 among AT&T, SP and Amsted Industries Incorporated.
5. Mortgage and Security Agreement dated as of November 12, 1993 between AT&T and SP;

6. UCC-1 Financing Statement No. 93230916 filed against SP with the Secretary of State of California; and

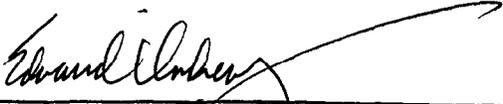
7. UCC-1 Financing Statement No. 93230917 filed against SP with the Secretary of State of California.

IN WITNESS WHEREOF, the parties hereunto have caused this Assignment and Assumption Agreement to be executed the day and year first above written.

THE CIT GROUP/EQUIPMENT FINANCING,
INC.

By: _____
Name:
Title:

AT&T COMMERCIAL FINANCE CORPORATION

By:  _____
Name: Edward W. Andrews, Jr.
Title: President

State of New Jersey)
)
County of Morris)

On this ____ day of December, 1993, before me personally appeared, Edward W. Andrews, Jr., to me personally known, who being by me duly sworn, says that (s)he is the President of AT&T COMMERCIAL FINANCE CORPORATION, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on December __, 1993 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Cynthia O. Ravel
Notary Public

[Notarial Seal]

CYNTHIA O. RAVEL
A Notary Public of New Jersey
My Commission Expires September 29, 1996 .

My commission expires _____ .

IN WITNESS WHEREOF, the parties hereunto have caused this Assignment and Assumption Agreement to be executed the day and year first above written.

THE CIT GROUP/EQUIPMENT FINANCING,
INC.

By: 
Name: M. J. Korman
Title: VP

AT&T COMMERCIAL FINANCE CORPORATION

By: _____
Name:
Title:

State of New York)
)
County of _____)

On this ____ day of December, 1993, before me personally appeared, _____, to me personally known, who being by me duly sworn, says that (s)he is the _____ of THE CIT GROUP/EQUIPMENT FINANCING, INC., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on December __, 1993 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Patricia Rosenberg
Notary Public

[Notarial Seal]

PATRICIA ROSENBERG
Notary Public, State of New York
No 4763477
Qualified in Kings County
Commission Expires Feb 28, 1995

My commission expires _____.

Patricia Rosenberg