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January 7, 2000

RECORDATION NO. 19748-C FILED

JAN 7 '00 3-48 PM

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SURFACE TRANSPORTATION BOARD

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed two certified copies of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Assignment and Assumption Agreement, a secondary document, dated as of December 22, 1999. The primary document to which this is connected is recorded under Recordation No. 19748. We request that this document be recorded under Recordation No. 19748-C.

The names and addresses of the parties to the Memorandum of Assignment and Assumption Agreement are:

Assignor:

Sonoma Trust II
Rodney Square North
1100 North Market Street
Wilmington, DE 19890

Assignee:

GATX Third Aircraft Corporation
Four Embarcadero Center, Suite 2200
San Francisco, CA 94111

Honorable Vernon A. Williams
January 7, 2000
Page 2

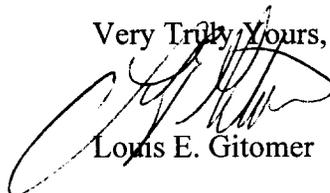
A description of the equipment covered by the Memorandum of Assignment and Assumption Agreement consists of 49 tank cars numbered AMIX 300000-300024, inclusive, and SYRX 20086, 200092, 200093, 200094, 200096, 200099, 200102, 200105, 200106, 200107, 200109, 200110, 200112, 200113, 200114, 200120, 200124, 200126, 200130, 200143, 200144, 200152, 200153, and 200154; 25 covered hopper cars numbered NLSX 1001-1025, inclusive; and 94 covered hopper cars numbered BORX 400001-400028, inclusive, 400030, 400032-400036, inclusive, 400039-400041, inclusive, 400043-400045, inclusive, 400047-400049, inclusive, 400052-400054, inclusive, 400057, 400058, 400061, 400062, 400064-400067, inclusive, 400070, 400071, 400073-400075, inclusive, 400081, 400084-400086, inclusive, 400088, 400089, 400091, 400093, 400096, 400098, 400100-400102, inclusive, 400104, 400105, 400107-400115, inclusive, 400119, 400122, 400124-400127, inclusive, 400129, 400134, 400140, 400144, and 400153.

A fee of \$26.00 is enclosed. Please return one certified copy of the document to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: a Memorandum of Assignment and Assumption Agreement between Sonoma Trust II, Rodney Square North, 1100 North Market Street, Wilmington, DE 19890, and GATX Third Aircraft Corporation, Four Embarcadero Center, Suite 2200, San Francisco, CA 94111, covering 49 tank cars numbered AMIX 300000-300024, inclusive, and SYRX 20086-200154, not inclusive; 25 covered hopper cars numbered NLSX 1001-1025, inclusive; and 94 covered hopper cars numbered BORX 400001-400153, not inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

RECORDATION NO. 19748-C FILED

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**SURFACE TRANSPORTATION BOARD
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**

dated as of December 22, 1999

between

**SONOMA TRUST II,
as Assignor,**

and

**GATX THIRD AIRCRAFT CORPORATION,
as Assignee**

**FILED WITH THE SURFACE TRANSPORTATION BOARD
PURSUANT TO 49 U.S.C., SECTION 11301**

on January __, 2000 at __:__.m.

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

THIS MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT is made and entered into as of December 22, 1999, by and between SONOMA TRUST II, a Delaware business trust, ("Assignor") and GATX THIRD AIRCRAFT CORPORATION, a Delaware corporation ("Assignee"), with reference to the following:

1. Assignor has agreed to sell, and Assignee has agreed to purchase, the railcars described on Schedule 1 attached hereto (the "Equipment"), pursuant to a Bill of Sale of even date delivered by Assignor to Assignee.
2. The Equipment is subject to the various leases set forth on Schedule 2 attached hereto (the "Leases").
3. In connection with the sale and purchase of the Equipment, and pursuant to an Assignment and Assumption Agreement dated as of December 22, 1999, between Assignor and Assignee, (i) Assignor has agreed to assign, and Assignee has agreed to accept, all right, title and interest of Assignor in and to the Leases, and (ii) Assignee has agreed to assume all obligations of Assignor with respect to the Leases accruing after December 22, 1999.

This Memorandum of Assignment and Assumption Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together constituting only one Memorandum of Assignment and Assumption Agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment and Assumption Agreement to be executed as of the date first above written.

SONOMA TRUST II

By: WILMINGTON TRUST COMPANY,
not in its individual capacity but solely
as Trustee

By: Amy L. Martin
Title: ~~Financial~~ Services Officer

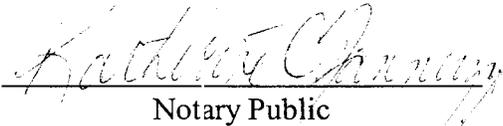
GATX THIRD AIRCRAFT CORPORATION

By: Thomas C. Hood
Title: Vice President

State of Delaware)
)
County of NEW CASTLE)

On December 21, 1999, before me, KATHERINE C. JANNUZZIO Notary Public, personally appeared Amy L. Martin, personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.

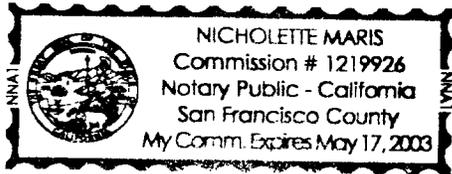

Notary Public

KATHERINE C. JANNUZZIO
NOTARY PUBLIC - DELAWARE
My Commission Expires Apr. 29, 2000

State of California)
)
County of San Francisco)

On January 3, 2000, before me, Nicholette Maris, Notary Public, personally appeared Thomas C. Nord, personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person or the entity upon behalf of which the person acted, executed the instrument.

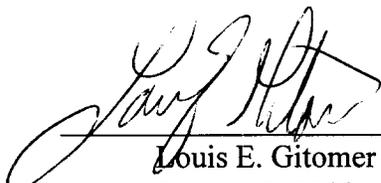
Witness my hand and official seal.



Nicholette Maris
Notary Public

CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Memorandum of Assignment and Assumption Agreement dated as of December 22, 1999, 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.



Louis E. Gitomer
January 7, 2000

SCHEDULE 1

49 tank cars numbered AMIX 300000-300024, inclusive, and SYRX 20086, 200092, 200093, 200094, 200096, 200099, 200102, 200105, 200106, 200107, 200109, 200110, 200112, 200113, 200114, 200120, 200124, 200126, 200130, 200143, 200144, 200152, 200153, and 200154; 25 covered hopper cars numbered NLSX 1001-1025, inclusive; and 94 covered hopper cars numbered BORX 400001-400028, inclusive, 400030, 400032-400036, inclusive, 400039-400041, inclusive, 400043-400045, inclusive, 400047-400049, inclusive, 400052-400054, inclusive, 400057, 400058, 400061, 400062, 400064-400067, inclusive, 400070, 400071, 400073-400075, inclusive, 400081, 400084-400086, inclusive, 400088, 400089, 400091, 400093, 400096, 400098, 400100-400102, inclusive, 400104, 400105, 400107-400115, inclusive, 400119, 400122, 400124-400127, inclusive, 400129, 400134, 400140, 400144, and 400153