

RECORDATION NO. 22814-F FILED

MAY 28 '04 12:36 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL  
URBAN A. LESTER

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.  
20036  
(202) 393-2266  
FAX (202) 393-2156  
E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

May 28, 2004

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are four (4) copies of a Memorandum of Assignment, Assumption and Amendment Agreement, dated May 26, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 22814.

The names and addresses of the parties to the enclosed document are:

Original Owner Trustee/  
Assignor:

Wells Fargo Bank,  
National Association  
(successor to Wells Fargo Bank  
Nevada and First Security Trust Company  
of Nevada)  
625 Marquette  
Minneapolis, MN 55475

Successor Owner Trustee/  
Assignee:

Wells Fargo Bank Northwest,  
National Association  
299 South Main Street  
12<sup>th</sup> Floor  
Salt Lake City, UT 84111

Mr. Vernon A. Williams  
May 28, 2004  
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A description of the railroad equipment covered by the enclosed document is:

There is no new or additional equipment associated with this filing.

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

Memorandum of Assignment, Assumption and Amendment Agreement.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of each of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

MEMORANDUM OF ASSIGNMENT, ASSUMPTION AND AMENDMENT  
AGREEMENT

This Memorandum of Assignment Assumption and Amendment Agreement ("Memorandum") made and entered into as of February 20, 2004, by and between Wells Fargo Bank, National Association, a national banking association (as successor to Wells Fargo Bank Nevada, National Association, as successor to First Security Trust Company of Nevada) ("Wells N.A."), and Wells Fargo Bank Northwest, National Association, a national banking association (formerly known as First Security Bank, N.A.) ("Wells Northwest").

**WITNESSETH:**

WHEREAS, on February 5, 2004, Wells N.A., as Assignee, acquired an Ownership Interest in the Ohio Power Company lease transaction described in Surface Transportation Board Recordation Number 22814 from Wells Northwest, as Assignor, who previously had acquired the Owner Participant Interest as the successor to First Security Bank, N.A., and

WHEREAS, on February 20, 2004, Wells Fargo Bank Nevada, National Association, the Owner Trustee in the Ohio Power transaction as successor to First Security Trust Company of Nevada, was consolidated into Wells N.A., and

WHEREAS, Wells N.A. has determined that it does not wish to hold both its interests as Owner Participant and Owner Trustee in the Ohio Power transaction because those interests might potentially be merged.

NOW THEREFORE, Wells N.A. hereby appoints Wells Northwest as successor Owner Trustee under the Owner Trustee Agreements, and transfers and conveys to Wells Northwest all of Wells N.A.'s rights, title and interest in and to the Trust, the Trust Estate and the Owner Trustee Agreements, and assigns and delegates to Wells Northwest all of Wells N.A.'s obligations with respect thereto as more fully set forth in the Assignment Assumption and Amendment Agreement between the parties hereto, the terms of which are incorporated by reference herein.

This Memorandum may be executed in separate counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same Memorandum.

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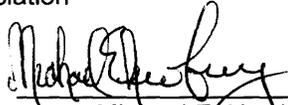
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SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, this Memorandum of Assignment, Assumption and Amendment Agreement has been duly executed by the parties hereto as of the date first above written.

WELLS FARGO BANK, NATIONAL ASSOCIATION, a national banking association

By:   
Name: Michael E. Newburg  
Title: Vice President

WELLS FARGO BANK NORTHWEST,, NATIONAL ASSOCIATION, a national banking association

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: Vice President

STATE OF MINNESOTA )  
: ss.  
COUNTY OF HENNEPIN )

On the 26<sup>th</sup> day of May, 2004, the foregoing Memorandum of Assignment, Assumption and Amendment Agreement was acknowledged before me by Michael E. Newburg, in his capacity as Vice President of Wells Fargo Bank, National Association.



  
Notary Public

STATE OF UTAH )  
: ss.  
COUNTY OF SALT LAKE )

On the \_\_\_\_ day of May, 2004, the foregoing Memorandum of Assignment, Assumption and Amendment Agreement was acknowledged before me by Mark J. Carpenter, in his capacity as Vice President of Wells Fargo Bank Northwest, National Association.

\_\_\_\_\_  
Notary Public

