ALVORD AND ALVORD
ATTORNEYS AT LAW
1600 K STREET, NW
SUITE 200
WASHINGTON, D.C.
20006-2973

(202) 393-2266
FAX (202) 393-2156

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

OF COUNSEL
URBAN A. LESTER

May 4, 2000

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

RECORDATION NO. 15412-F FILED
JUN 20 '00 12-40 PM
SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are three (3) copies of an Assignment and Assumption Agreement, dated June 25, 1999, a secondary document, as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to two Leases of Railroad Equipment which were previously filed with the Commission under Recordation Numbers 15413 and 15412. Please file the Assignment under Recordation Number 15413 and cross-index under Recordation Number 15412.

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

Assignor: State Street Bank and Trust
Company of Connecticut
2 Avenue de Lafayette
Boston, MA 02111

Assignee: General Electric Capital Corporation
120 Long Ridge Road
Stamford, CT 06927

R.7

A description of the railroad equipment covered by the enclosed document is:

(a) railcars under lease to The Denver and Rio Grande Western Railroad Company are attached hereto as Schedule 1.

(b) railcars under lease to Chicago and North Western Transportation Company are attached hereto as Schedule 2.

Also enclosed is a check in the amount of $52.00 payable to the order of the Surface Transportation Board covering the required recordation fee and cross-indexing fee.

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

Very truly yours,

Robert W. Alvord

RWA/cc
Enclosures

RAILGON COMPANY
SCHEDULE A
(CARS INCLUDED IN DRGW LEASE DATED AS OF 12-15-87)

	CAR NOS.	CAR NOS.	CAR NOS.	CAR NOS.	CAR NOS.	CAR NOS.	CAR NOS.	CAR NOS.
1		310645		320455		330307		340264
2		310650		320463		330312		340271
3		310658		320465		330313		340272
4		310660		320466		330325		340280
5		310695		320471		330327		340298
6		310697		320475		330336		340299
7		310700		320476		330337		340309
8		310703		320477		330338		340316
9		310711		320479		330347		340330
10		310724		320483		330350		340340
11		310726		320489		330363		340349
12		310736				330370		340354
13		310763				330375		340357
14		310777				330379		340360
15		310781				330401		340374
16		310795				330404		340376
17		310815				330411		340378
18		310820				330412		340397
19		310834			330210	330416		340404
20					330212	330417		340410
21	310552				330220	330419		340414
22	310556				330221	330439		340418
23	310558		320402		330236	330441		340435
24	310577		320419		330242	330450	340199	340455
25	310596		320425		330256	330454	340220	340471
26	310598		320426		330271	330475	340227	340477
27	310608		320441		330275	330476	340228	340485
28	310617		320446		330277	330490	340230	340493
29	310626		320452		330280	330494	340246	340497
30	310634		320453		330286	330497	340258	350241

NOTE: THE CAR NUMBERS LISTED ON THIS PAGE ARE THE SAME FOR THE OLD LEASE WITH RAILGON AS FOR THE NEW LEASE WITH DRGW.

Sch. 1

Schedule I

RAILGON COMPANY
SCHEDULE A
(CARS INCLUDED IN CNW LEASE DATED AS OF 12/15/87)

NEW CNW CAR NUMBER	OLD RAILGON CAR NUMBER	NEW CNW CAR NUMBER	OLD RAILGON CAR NUMBER	NEW CNW CAR NUMBER
350298	340262	350121	340350	350143
350321	340263	350226	340351	350414
350109	340265	350392	340352	350387
350107	340266	350116	340355	350454
350183	340268	350215	340356	350470
350114	340269	350207	340361	350433
350316	340270	350449	340362	350481
350241	340273	350325	340364	350482
350338	340275	350486	340365	350360
350377	340276	350282	340367	350364
350248	340277	350390	340368	350399
350101	340278	350224	340369	350178
350208	340281	350406	340370	350242
350223	340282	350269	340373	350336
340192 350302	340283	350209	340375	350261
340193 350295	340284	350124	340377	350149
340194 350115	340287	350243	340382	350294
340196 350266	340290	350198	340384	350133
340197 350456	340291	350300	340386	350357
340201 350132	340292	350131	340388	350494
340203 350138	340293	350246	340390	350435
340204 350466	340295	350331	340391	350113
340205 350270	340296	350457	340393	350190
340209 350344	340300	350469	340398	350395
340212 350389	340302	350119	340400	350284
340217 350347	340303	350329	340401	350324
340218 350353	340305	350118	340408	350230
340221 350105	340306	350274	340409	350219
340223 350467	340310	350450	340412	350384
340224 350328	340311	350179	340415	350306
340232 350488	340312	350234	340421	350342
340234 350147	340317	350229	340422	350111
340235 350273	340320	350144	340423	350332
340236 350122	340326	350477	340425	350307
340237 350181	340327	350126	340427	350430
340239 350169	340329	350192	340428	350391
340241 350103	340331	350405	340434	350262
340243 350227	340332	350480	340436	350398
340244 350168	340333	350434	340437	350271
340248 350210	340336	350396	340440	350346
340249 350496	340337	350382	340444	350348
340251 350341	340342	350127	340445	350471
340252 350106	340343	350123	340446	350195
340253 350361	340345	350428	340448	350170
340255 350319	340346	350288	340450	350339
340257 350205	340347	350212	340451	350429
340259 350140	340348	350213	340452	350146

OLD RAILGON CAR NUMBER	NEW CNW CAR NUMBER
340453	350245
340456	350304
340457	350423
340458	350350
340460	350228
340464	350218
340467	350483
340469	350222
340472	350151
340473	350367
340474	350167
340475	350238
340476	350180
340479	350427
340480	350129
340481	350343
340482	350286
340483	350135
340484	350275
340488	350100
340491	350136
340492	350173
340498	350188
340499	350281

Sch. I

RECORDATION NO. 15412-F FILED

JUN 20 '00 12-40 PM

SURFACE TRANSPORTATION BOARD

ASSIGNMENT AND ASSUMPTION AGREEMENT

(Trust Agreement dated as of October 1, 1980)

This ASSIGNMENT AND ASSUMPTION AGREEMENT ("Assignment and Assumption Agreement"), dated as of June 25, 1999, is entered into by and between STATE STREET BANK AND TRUST COMPANY OF CONNECTICUT, NATIONAL ASSOCIATION, a national banking association, as Trustee under that certain Trust Agreement dated as of October 1, 1980, as amended (in such capacity, "Assignor"), and GENERAL ELECTRIC CAPITAL CORPORATION, a New York corporation ("Assignee").

WHEREAS, Assignor and The Denver and Rio Grande Western Railroad Company ("DRG") are parties to that certain Lease of Railroad Equipment dated as of December 15, 1987 (the "DRG Lease", which was filed with the Interstate Commerce Commission and assigned Recordation Number 15413), pursuant to which Assignor has leased to DRG the rail cars identified on Schedule I attached hereto (the "DRG Units");

WHEREAS, Assignor and Chicago and North Western Transportation Company ("CNW") are parties to that certain Lease of Railroad Equipment dated as of December 15, 1987 (the "CNW Lease" which was filed with the Interstate Commerce Commission and assigned Recordation Number 15412) (the CNW Lease, together with the DRG Lease, the "Leases"), pursuant to which Assignor has leased to CNW the rail cars identified on Schedule I attached hereto (the "CNW Units", and together with the DRG Units, the "Units");

NOW, THEREFORE, for and in consideration of the premises and mutual covenants contained herein, Assignor and Assignee agree as follows:

1. Assignor hereby assigns and transfers all of its right, title and interest in and to the Units and in, to and under the Leases to Assignee, except for the benefit of any indemnity under the Leases in favor of Assignor arising from acts, conditions or events occurring or existing at any time during the period prior to the date hereof.

2. Assignee hereby accepts the assignment set forth in paragraph 1 hereof and Assignee hereby assumes, and agrees to perform, all of the duties and obligations of Assignor under the Leases, except for the obligations of Assignor under the Leases required to be performed prior to the date hereof.

3. Assignee shall file or cause the filing with the Surface Transportation Board of this Assignment and Assumption Agreement and deliver or cause the delivery of a notice of this Assignment and Assumption Agreement to the lessee under the DRG Lease and the CNW Lease.

4. This Assignment and Assumption Agreement shall be binding upon Assignor, Assignee, and their respective successors and assigns, and shall inure to the benefit of Assignor, Assignee, Lessee and their respective successors and assigns.

5. Amendments to this Assignment and Assumption Agreement may be made only by an instrument or instruments in writing signed by authorized representative of both parties hereto.

6. This Assignment and Assumption Agreement may be executed in counterparts, each of which shall be deemed an original and all of which taken together shall constitute one and the same agreement.

7. This Assignment and Assumption Agreement shall be governed by, and construed and enforced in accordance with, the law of the State of New York without giving effect to its principles of conflicts of laws.

IN WITNESS WHEREOF, Assignor and Assignee have caused this Assignment and Assumption Agreement to be executed and delivered by their duly authorized representatives as of the date set forth above.

GENERAL ELECTRIC CAPITAL CORPORATION
(ASSIGNEE)

By: _____

Name: DONALD F. PETERSON
Manager-Operations

Title: _____

STATE STREET BANK AND TRUST COMPANY OF CONNECTICUT, NATIONAL ASSOCIATION
(ASSIGNOR)

By: _____

Name: Julie A. Balerna

Title: Assistant Vice President

STATE OF CONNECTICUT)
) SS:
COUNTY OF FAIRFIELD)

On this 15th day of ~~January~~ February, 2000, before me the undersigned Notary Public, personally appeared Donald F. Peterson, personally known to me or proved to me by satisfactory evidence to be the person who executed the foregoing instrument, who, being by me duly sworn, says that he/she is the Manager-Operations of GENERAL ELECTRIC CAPITAL CORPORATION, a New York corporation, and acknowledged to me that he/she duly executed the foregoing instrument and that said execution was his/her free act and deed and the free act and deed of said corporation.

Margaret Frank
(Notary Signature)

My commission expires:

12/31/2000

STATE OF MASSACHUSETTS)
) ss.:
COUNTY OF SUFFOLK)

On this 4 day of January, 2000, before me personally appeared Julie A. Balerma me personally known, who, by me being duly sworn, says that he/she is Assistant Vice President of STATE STREET BANK AND TRUST COMPANY OF CONNECTICUT, NATIONAL ASSOCIATION, and that the foregoing instrument was signed on behalf of said national banking association 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 association.

Joao G. Corrêa
Notary Public

My commission expires

JOAO G. CORRÊA
Notary Public
My Commission Expires July 26, 2002

SCHEDULE I
to

ASSIGNMENT AND ASSUMPTION AGREEMENT

Schedule I

RAILGON COMPANY
SCHEDULE A
(CARS INCLUDED IN CNW LEASE DATED AS OF 12/15/87)

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	350321	340263	350226	340351	350414
	350109	340265	350392	340352	350387
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	350183	340268	350215	340356	350470
	350114	340269	350207	340361	350433
	350316	340270	350449	340362	350481
	350241	340273	350325	340364	350482
	350338	340275	350486	340365	350360
	350377	340276	350282	340367	350364
	350248	340277	350390	340368	350399
	350101	340278	350224	340369	350178
	350208	340281	350406	340370	350242
	350223	340282	350269	340373	350336
340192	350302	340283	350209	340375	350261
340193	350295	340284	350124	340377	350149
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340196	350266	340290	350198	340384	350133
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340201	350132	340292	350131	340388	350494
340203	350138	340293	350246	340390	350435
340204	350466	340295	350331	340391	350113
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340209	350344	340300	350469	340398	350395
340212	350389	340302	350119	340400	350284
340217	350347	340303	350329	340401	350324
340218	350353	340305	350118	340408	350230
340221	350105	340306	350274	340409	350219
340223	350467	340310	350450	340412	350384
340224	350328	340311	350179	340415	350306
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340234	350147	340317	350229	340422	350111
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340253	350361	340345	350428	340448	350170
340255	350319	340346	350288	340450	350339
340257	350205	340347	350212	340451	350429
340259	350140	340348	350213	340452	350146

OLD RAILGON CAR NUMBER	NEW CNW CAR NUMBER
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340458	350350
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340464	350218
340467	350483
340469	350222
340472	350151
340473	350367
340474	350167
340475	350238
340476	350180
340479	350427
340480	350129
340481	350343
340482	350286
340483	350135
340484	350275
340489	350100
340491	350136
340492	350173
340498	350188
340499	350281

RAILGON COMPANY
SCHEDULE A
(CARS INCLUDED IN DRGW LEASE DATED AS OF 12-15-87)

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9		310711		320479		330347		340330
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11		310726		320489		330363		340349
12		310736				330370		340354
13		310763				330375		340357
14		310777				330379		340360
15		310781				330401		340374
16		310795				330404		340376
17		310815				330411		340378
18		310820				330412		340397
19		310834			330210	330416		340404
20					330212	330417		340410
21	310552				330220	330419		340414
22	310556				330221	330439		340418
23	310558		320402		330236	330441		340435
24	310577		320419		330242	330450	340199	340455
25	310596		320425		330256	330454	340220	340471
26	310598		320426		330271	330475	340227	340477
27	310608		320441		330275	330476	340228	340485
28	310617		320446		330277	330490	340230	340493
29	310626		320452		330280	330494	340246	340497
30	310634		320453		330286	330497	340258	350241

OTE: THE CAR NUMBERS LISTED ON THIS PAGE ARE THE SAME FOR THE OLD LEASE WITH RAILGON AS FOR THE NEW LEASE WITH DRGW.