

**First  
Security  
Bank**

July 17, 1989

RECORDATION NO. 12640-25 FILED 1423  
JUL 28 1989 -12 15 PM

INTERSTATE COMMERCE COMMISSION

Interstate Commerce Commission  
12th and Constitution Avenue, N.W.  
Washington, D. C. 20423  
Attention: Mildred Lee - 2303

Dear Ms. Lee:

Please find enclosed one original and one notarized copy of the document described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document, which is a secondary document, is an Assignment and Assumption Agreement ("Assignment") dated July 19, 1989, and effective February 29, 1988. The primary document to which this Assignment is related is recorded under Recordation Number 12640-C. I hereby request cross-indexing as the enclosed document is an assignment of a Lease of Railroad Equipment and related documents previously recorded.

The name and address of the Assignor is:

First Security Bank of Idaho, N.A.  
119 North 9th Street  
Boise, Idaho 83720

The name and address of the Assignee is:

First Security Leasing Company of Nevada  
c/o First Security Leasing Company  
381 East Broadway  
2nd Floor  
Salt Lake City, Utah 84111

A description of the equipment covered by this Assignment is as follows:

Two hundred seventy-five (275) covered hopper cars with AAR Mechanical designation: LO. Road numbers CPWX 605552 through CPWX 605826 (both inclusive).

A fee of \$13.00 is enclosed. Please return the original with the new recordation information to First Security Leasing Company of Nevada, c/o First Security Leasing Company, 381 East Broadway, 2nd Floor, Salt Lake City, City, 84111, Attention: General Counsel.

Mildred Lee  
July 17, 1989  
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A short summary of the document to appear in the index follows:

Assignment of all right, title and interest in and to the Trust Agreement, Equipment Trust, Participation Agreement and Lease of Railroad Equipment and all documents related thereto, with Recordation Number 12640-C covering two hundred seventy-five (275) covered hopper cars. AAR Mechanical designation: LO. Road numbers: CPWX 605552 through CPWX 605826 (both inclusive).

Thank you for your assistance in this matter. If you have any questions, please feel free to call Mark Allen at (801) 350-3045.

Very truly yours,

FIRST SECURITY BANK OF IDAHO, N.A.

  
C. S. Cummings  
Authorized Representative

cc: Nancy M. Dahl, Esq.  
Corporate Trust Department  
First Security Bank of Utah, N.A.  
79 South Main  
Salt Lake City, Utah 84111

Mark Allen  
First Security Leasing Company  
381 East Broadway  
2nd Floor  
Salt Lake City, Utah 84111

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## ASSIGNMENT AND ASSUMPTION AGREEMENT INTERSTATE COMMERCE COMMISSION

This Assignment and Assumption Agreement, executed this 19<sup>th</sup> day of July, 1989 and effective February 29, 1988, is by and between First Security Bank of Idaho, N.A. (hereinafter "Assignor") and First Security Leasing Company of Nevada (hereinafter "Assignee").

## W I T N E S S E T H:

Assignor hereby grants, transfers, assigns and delegates to Assignee, effective February 29, 1988, all of its right, title, interest and obligations in and to or with respect to that certain Trust Agreement dated as of September 15, 1980 ("Trust Agreement") among Assignor as Owner, First Security Bank of Utah, N.A. as Trustee ("Trustee"), and Mercantile-Safe Deposit and Trust Company as Agent ("Agent"), that certain Trust Estate (as defined in the Trust Agreement), and that certain Participation Agreement dated as of September 15, 1980 and that certain Supplemental Participation Agreement and Amendment dated as of November 1, 1982 (hereinafter collectively referred to as the "Participation Agreement") among The Canadian Wheat Board as Lessee, Owner, Trustee, Agent, Morgan Guaranty Trust Company of New York as Investor and The Prudential Insurance Company of America as Permanent Investor, and any other documents relating to such Trust Agreement, Trust Estate or Participation Agreement to which Assignor is a party and which are now in effect, together with any rents or payments received thereunder or any increases in said rents or payments, to wit: Lease of two hundred seventy-five (275) Covered Hopper Cars pursuant to that certain Lease of Railroad Equipment dated as of September 15, 1980 between Trustee as Lessor and The Canadian Wheat Board as Lessee.

Assignee hereby confirms that it shall be deemed a party to the Trust Agreement and the Participation Agreement and shall be bound by all of the terms of and undertake all of the obligations of Assignor under the Trust Agreement and the Participation Agreement and any other documents relating thereto to which Assignor is a party and which are now in effect.

This Assignment and Assumption Agreement shall inure to the benefit of the successors and assigns of Assignee and shall bind Assignee's legal representative, successors and assigns.

IN WITNESS WHEREOF, Assignor and Assignee have duly executed this Assignment and Assumption Agreement on the day and year first above written.

ASSIGNOR: First Security Bank of Idaho, N.A.

By: *C. R. Cummings*  
Its: *Authorized Representative*

ASSIGNEE: First Security Leasing Company  
of Nevada

By: *E. Stephen Hudson*  
Its: *Vice Pres*

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

I, Susan T. Glenn, Notary Public for the State of Utah, County of Salt Lake, certify that the attached copy is a true and correct copy of the original document.

*Susan T. Glenn*  
\_\_\_\_\_  
Notary Public  
Residing At: *Salt Lake*

My Commission Expires:

*7-2-92*  
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