

**First  
Security  
Bank**RECORDATION NO 12204-2 FILED 1485

JUL 28 1989 -12 15 PM

July 17, 1989

INTERSTATE COMMERCE COMMISSION

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

Dear Ms. Lee:

Please find enclosed an 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<sup>th</sup>, 1989, and effective February 29, 1988. The primary documents to which this Assignment is connected are recorded under Recordation Numbers 12204 and 12204-A through 12204-C.

The name and address of the parties to the Assignment are as follows:

(1) As Assignor:

First Security Bank of Idaho, N.A.  
119 North 9th Street  
Boise, Idaho 83730

(2) As Assignee:

First Security Leasing Company of Nevada  
Valley Bank Center  
101 Convention Center Drive  
Suite P103  
Las Vegas, Nevada 89109

A description of the equipment covered by the Assignment is attached as Annex A hereto.

A fee of \$13.00 is enclosed. Please return the original and any extra copies not needed by the Interstate Commerce Commission for recordation to First Security Bank of Idaho, N.A., c/o First Security Leasing Company, 381 East Broadway, Salt Lake City, Utah 84111, Attention: General Counsel.

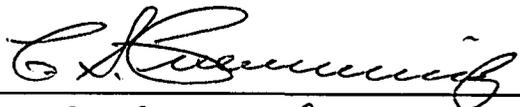
Mildred Lee  
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A short summary of the document to appear in the index follows:

Assignment of all right, title and interest in and to or with respect to that certain Lease of Railroad Equipment and related lease documents with Recordation Numbers 12204 and 12204-A through 12204-C.

Very truly yours,

FIRST SECURITY BANK OF IDAHO, N.A.

By:   
Its: *Authorized Representative*

CSC/stg  
enclosures

cc: Michael McKeon  
First Security Bank of Idaho, N.A.  
119 North 9th Street  
Boise, Idaho 83730

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

Annex A

Lease of Railroad Equipment

<u>Type</u>	<u>Quantity</u>	<u>Car Numbers (Both Inclusive)</u>	<u>Place of Delivery</u>
100-ton (3800 cu.ft.) coal hopper cars	70	VALX 80,001 - 80,070	Covington, Ky

RECORDATION #10 12204-A FILED 1423

JUL 28 1989 -12 15 PM

INTERSTATE COMMERCE COMMISSION

ASSIGNMENT AND ASSUMPTION AGREEMENT

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 June 1, 1980 (the "Trust Agreement"), between Assignor as Beneficiary and Exchange National Bank of Chicago as Owner Trustee (the "Owner Trustee") and that certain Participation Agreement dated as of June 1, 1980 (the "Participation Agreement") among LaSalle National Bank as Agent, Sierra Pacific Power Company and Idaho Power Company as Lessees (the "Lessees"), Ortner Freight Car Company as the Builder, Assignor as Beneficiary, Owner-Trustee and the parties named in Annex A thereto as Investors, and any other documents relating to such Trust Agreement and 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 70 (seventy) one-hundred ton Ortner Coal Cars pursuant to that certain Lease of Railroad Equipment dated as of June 1, 1980 among Owner Trustee as Lessor and Lessees.

Assignee hereby confirms that it shall be deemed a party to and bound by the provisions of 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 representatives, 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:

Its:

*C. A. Cummings*  
*Authorized Representative*

ASSIGNEE: First Security Leasing Company of Nevada

By:

Its:

*Charles A. Anderson*  
*Vice President*

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

