

9-209A025

**First
Security
Bank**

RECORDATION # 7686 - A
FILED 1423

JUL 28 1989 - 12 15 PM

INTERSTATE COMMERCE COMMISSION

July 19, 1989

Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D.C. 20423
Attention: Mildred Lee - Room 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 12th, 1989, and effective February 29, 1988. The primary documents to which this Assignment is related are recorded under Recordation Numbers 7686, 7686-A, 7686-B and 7686-C. I hereby request cross-indexing as the document is an assignment of a Lease of Railroad Equipment previously recorded.

A description of the equipment is as follows:

Twelve (12) GP-40-2, 3,000 hp., 4 axles, 4 motor diesel electric locomotives. Road Numbers: CN 9491 to CN 9530 (both inclusive).

Two hundred (200) 70-ton 50'6" box cars. AAR class: XM. Road Numbers: CN 411400 to CN 411899 (both inclusive).

Eighty-two (82) 70-ton 63' double hitch piggy-back flat cars, AAR class: FC with Road Numbers: CN 688400 to CN 688481 (both inclusive).

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

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, Utah 84111, Attention: General Counsel.

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

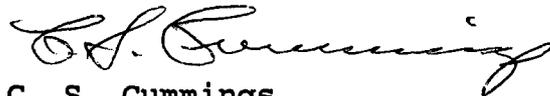
Assignment of all right, title and interest in and to that certain Lease of Railroad Equipment and all documents related thereto with Recordation Numbers 7686, 7686-A, 7686-B, and 7686-C, covering twelve (12) GP-40-2, 3000 hp, 4 axles, 4 motor diesel electric locomotives with road numbers: CN 9491 to CN 9530 (both inclusive); two hundred (200) 70-ton 50'6" box cars, AAR class: XM with road numbers: CN 411400 to CN 411899 (both inclusive); and eighty-two 70-ton 63' double hitch piggyback flat cars, AAR class: FC with road numbers: CN 688400 to CN 688481 (both inclusive).

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Thank you for your assistance. 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: Michael McKeon
Senior Vice President
First Security Bank of Idaho, N.A.
119 North 9th Street
Boise, Idaho 83730

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

Interstate Commerce Commission

Washington, D.C. 20423

7/31/89

OFFICE OF THE SECRETARY

First Security Bank
119 North 9th St.
P.O.Box 7069
Boise Idaho 83730
Attn: Mark Allen

Dear: Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/28/89 , at 12:15pm , and assigned recordation number(s). 7686-D11996-I,12204-D12640-D

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

RECORDATION NO. 7686-2
FILED 1423

JUL 28 1989 - 12 15 PM

ASSIGNMENT AND ASSUMPTION AGREEMENT INTERSTATE COMMERCE COMMISSION

This Assignment and Assumption Agreement, executed this 12th 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 August 15, 1974 ("Trust Agreement") between Assignor (as successor in interest to First Security Leasing Company) as Owner and First Security Bank of Utah, N.A. as Trustee (hereinafter "Owner Trustee"), that certain Trust Estate ("Trust Estate") as defined in the Trust Agreement, and any other documents relating to such Trust Agreement or Trust Estate 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 Railroad Equipment dated as of August 15, 1974 between First Security Bank of Utah, N.A. as Owner Trustee/Lessor and Canadian National Railway Company as Lessee, and covering twelve (12) diesel electric locomotives, two hundred (200) 70-ton box cars and eighty-two (82) 70-ton flat cars.

Assignee hereby confirms that it shall be deemed a party to the Trust Agreement and shall be bound by all of the terms of and undertake all of the obligations of Assignor under the Trust 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: [Signature]
Its: Authorized Representative

ASSIGNEE: First Security Leasing Company of Nevada

By: [Signature]
Its: 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

