

REGISTRATION NO 6811-A FILED 1428
Aug 28 1989 -3 20 PM
INTERSTATE COMMERCE COMMISSION

ASSIGNMENT AND ASSUMPTION AGREEMENT

This Assignment and Assumption Agreement, executed this 1st day of September, 1988 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").

FEB 24 1992 -3 35 PM
6811-F

W I T N E S S E T H:

INTERSTATE COMMERCE COMMISSION

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 Owner Trust Agreement No. 3 dated as of November 1, 1972 between Assignor and First Security Bank of Utah, N.A. (successor in interest to First Security State Bank) as Trustee ("Trustee"), that certain Estate Percentage (as defined in the Trust Agreement), and any other documents relating to such Trust Agreement or Estate Percentage 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: Owner Trust Agreement No. 3, lease of seven hundred and forty (740) box cars pursuant to that certain Lease of Equipment No. 3 dated as of November 1, 1972 between Owner as Lessor and Canadian National Railroad Company as Lessee.

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: [Signature]

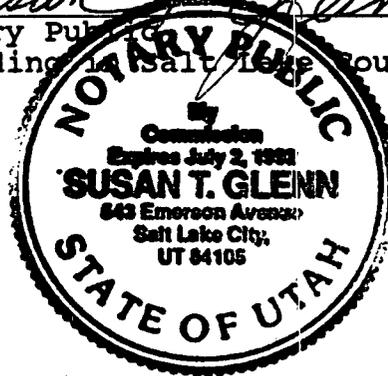
STATE OF UTAH)
) ss.
COUNTY OF SALT LAKE)

On the 4th day of August, 1989, personally appeared before me EksAyn A. Anderson, who being by me duly sworn, did say that he is the Vice-President of First Security Leasing Company of Nevada, and that said instrument was signed in behalf of said corporation by authority of a resolution of its board of directors, and said EksAyn A. Anderson acknowledged to me that said corporation executed the same.

Susan T. Glenn
Notary Public
Residing in Salt Lake County, Utah

My Commission Expires:

7-2-92



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

On the 4th day of August, 1989, personally appeared before me C. S. Cummings, who being by me duly sworn, did say that he is an Authorized Representative of First Security Bank of Idaho, N.A., and that said instrument was signed in behalf of said corporation by authority of a resolution of its board of directors, and said C. S. Cummings acknowledged to me that said corporation executed the same.

Susan T. Glenn
Notary Public
Residing in Salt Lake County, Utah

My Commission Expires:

7-2-92



HOPKINS & SUTTER

(A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS)

888 SIXTEENTH STREET, N.W., WASHINGTON, D.C. 20006 (202) 835-8000
FAX (202) 835-8136

CHICAGO OFFICE THREE FIRST NATIONAL PLAZA 60602
DALLAS OFFICE 5700 BANK ONE CENTER 1717 MAIN STREET 75201

RECORDATION NO. 6811-F FILED 1425

MAY 11 1993 2:55 PM

WILLIAM H. BRADFORD, JR.
(202) 835-8120

May 11, 1993

INTERSTATE COMMERCE COMMISSION

BY HAND

Sidney L. Strickland, Jr., Secretary
Interstate Commerce Commission
12th and Constitution Avenue, NW
Washington, DC 20423

Attention: Documents for Recordation

Dear Secretary Strickland:

I have enclosed an original and one copy of the document described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

The document is a Release of an Equipment Trust, a secondary document dated April 28, 1993. The primary document to which this is connected is recorded under Recordation No. 6811.

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

Trustee: First National Bank of Chicago
(successor-in-interest to Northern Trust Company)
(which was successor-in-interest to First Security
Bank of Utah, N.A.)
One First National Plaza
Chicago, Illinois 60670

Owner-
Trustee: First Security Bank of Idaho, N.A.
(successor-in-interest to First Security State Bank)
c/o First Security Bank of Utah, N.A.
79 South Main Street
Salt Lake City, Utah 84111

C. Bradford
David Bradford

Sidney L. Strickland, Jr., Secretary
May 11, 1993
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A description of the equipment covered by the document follows:

100 52'8" 70 Ton Box Cars
AAR Mechanical Designation: XM
Identifying Marks
CN 557000-557076 Inclusive
CN 557078-557100 Inclusive

A fee of \$16.00 is enclosed.

Please return the original and any extra copies not needed by the Commission for recordation to William H. Bradford, Jr., Hopkins & Sutter, 888 - 16th Street, NW., Washington, DC 20006.

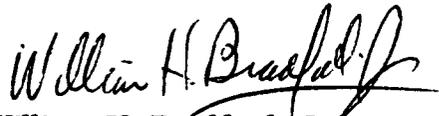
A short summary of the document to appear in the index follows:

Release of an Equipment Trust dated November 1, 1972 by and between First National Bank of Chicago (successor-in-interest to Northern Trust Company which was successor-in-interest to First Security Bank of Utah, N.A.), Trustee, One First National Plaza, Chicago, Illinois 60670 and First Security Bank of Idaho, N.A. (successor-in-interest to First Security State Bank), Owner-Trustee, c/o First Security Bank of Utah, N.A., 79 South Main Street, Salt Lake City, Utah 84111, dated April 28, 1993, 100, 52'8", 70 Ton Box Cars, AAR Mechanical Designation: XM.

Sincerely,

HOPKINS & SUTTER

By:


William H. Bradford, Jr.

WHB:pb
Enclosures

cc: David Bekhor, Esq.

MAY 11 1993 2:05 PM

RELEASE NO. 1 dated this 28th day of April, 1993.

INTERSTATE COMMERCE COMMISSION

WHEREAS First Security Bank of Idaho, N.A. successor in interest to First Security State Bank not in its individual capacity but solely as owner-trustee (the "Company") and The First National Bank of Chicago successor in interest to The Northern Trust Company which was the successor in interest to the First Security Bank of Utah, N.A. not in its individual capacity but solely as trustee (the "Trustee") entered into to an Equipment Trust Agreement No. 1 dated as of November 1, 1972 including supplements thereto, if any (the "Trust Agreement") whereby, among other things, i) the Company issued Trust Certificates (as defined in the Trust Agreement) and ii) title, to the units of standard gauge railroad equipment specified in Schedule A hereto (the "Equipment"), was vested in the Trustee.

WHEREAS in order to provide collateral security for the payment and performance of its obligations under the Trust Agreement, the Company entered into an Assignment of Lease and Agreement No. 1 dated as of November 1, 1972 with the Trustee (the "Assignment") whereby the Company assigned, transferred and set over unto the Trustee all its right, title and interest in that certain Lease of Equipment No. 1 dated as of November 1, 1972 including supplements thereto, if any, between the Company as lessor and Canadian National Railway Company as lessee (the "Lease") covering the Equipment; and

WHEREAS the Company has fully discharged and satisfied all of its obligations under the Trust Agreement including, but without limitation, the payment of all amounts of principal and interest due to the holders of the Trust Certificates.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Trustee hereby (a) releases all estate, right, title and interest of the Trustee in and to the Lease, acquired pursuant to the Assignment, in favor of the Company, (b) covenants that it has not charged or encumbered the Equipment except as provided in the Trust Agreement and (c) assigns, transfers and conveys, to the Company, its right, title and interest in and to the Equipment.

THE FIRST NATIONAL BANK OF CHICAGO
not in its individual capacity but
solely as trustee

By:
Its:

Jaye Wright
Assistant Vice President

SCHEDULE A

RELEASE NO. 1

<u>Quantity</u>	<u>Equipment</u>	<u>Car Series</u>
100	52'8", 70 Ton boxcars with 18' double doors built in 1972-73 by National Steel Car Corporation.	CN 557000-076 Inclusive CN 557078-100 Inclusive

STATE OF ILLINOIS)
) ss:
COOK COUNTY)

On this 28th day of April, 1993, before me personally appeared Faye Wright, to me personally known, who, being by me duly sworn, says that she is an Assistant Vice-President of The First National Bank of Chicago, that said instrument was duly authorized on behalf of said national banking association and signed on behalf of said national banking association in its capacity as trustee.

Theresa DePalma

Notary Public

My Commission expires:

[Notarial Seal]

