

**First
Security
Leasing**

2-105A035

April 10, 1992

Interstate Commerce Commission
Office of Recordation
12th Street & Constitution Ave., N.W.
Washington, D.C. 20423
ATTN: Room 2303

6846-F
APR 14 1992 -3 05 PM
INTERSTATE COMMERCE COMMISSION
APR 14 2 51 PM '92
MOTOR VEHICLE UNIT

Re: Modification of Assignment and Assumption Agreement
Recordation Number 6846-E.

Dear Sir or Madam:

On August 4, 1989, a letter was sent to the Interstate Commerce Commission ("ICC") by C.S. Cummings of First Security Bank of Idaho, N.A. ("First Security Bank") requesting that a certain Assignment and Assumption Agreement ("Assignment") dated September 1, 1988 be recorded. The original Assignment, which was enclosed with that letter, was assigned recordation number 6846-E by the ICC.

It has since been brought to the attention of First Security Bank that some of the equipment described in the letter and Assignment did not belong to First Security Bank and therefore, could not be assigned by First Security Bank.

Accordingly, First Security Bank hereby requests that the enclosed Amendment to Assignment and Assumption Agreement ("Amendment") be recorded pursuant to Section 11303 of Title 49 of the U.S. Code, and requests cross-indexing since the document is an Assignment of a Lease of Equipment previously recorded. One original and one notarized copy of the Amendment are enclosed. The primary document to which this Amendment is related is recorded under recordation number 6846.

The parties to the Amendment 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

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In addition, First Security Bank requests that the following equipment, which was included in the description of equipment in the original Assignment (Recordation No. 6846-D) and in the letter of August 4, 1989, be deleted:

Four Hundred Forty (440) 52' 8" 70-ton box cars with 18' double doors. Road Numbers 557000 to 557439 (all inclusive).

Three Hundred (300) 52'8" 100-ton box cars with 10' sliding doors. Road Numbers CN 415000 to 415049 and 417000 to 417249 (all inclusive).

A description of the equipment which is correct and which is described in the Amendment is as follows:

Fifty (50) 52'8" 100-ton box cars, 10' sliding doors, Road Numbers CN 415000 - 415049, inclusive, and seventy-five (75) 52'8" 70-ton box cars, 18' double doors, Road Numbers CN 557362, 557363, and 557367 - 557439, inclusive.

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

Amendment to Assignment and Assumption Agreement dated as of April 10, 1992, wherein the equipment description contained in the Assignment and Assumption Agreement executed on September 1, 1988 and effective February 29, 1988 is corrected.

A filing fee made payable to the Interstate Commerce Commission in the amount of \$16.00 is enclosed. Also enclosed for your reference is a copy of the Assignment which was filed with the Interstate Commerce Commission in 1989, and a copy of Mr. Cummings' August 4, 1989 letter. Finally, I have enclosed a self-addressed stamped envelope for your use in returning the original recordation information to First Security.

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Thank you for your assistance. If you have any questions or need additional documentation, please call Ellen Toscano at (801) 350-3068.

Very truly yours,

First Security Bank of Idaho, N.A.

Jenniece H. Schilling
Jenniece H. Schilling
Authorized Representative

EJT/dsp
L00645.a

Enclosures

cc: Ellen Toscano
Thomas Pawlicky

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

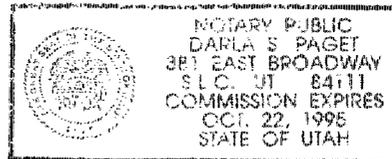
On the 10th day of April, 1992 personally appeared before me Jenniece H. Schilling, who being by me duly sworn, did say that she is an Authorized Representative of First Security Bank of Idaho, N.A. and that said instrument was duly signed on behalf of said association.

Darla S. Paget

NOTARY PUBLIC
Residing in Salt Lake County, Utah

My commission expires:

10-22-95



Interstate Commerce Commission
Washington, D.C. 20423

4/14/92

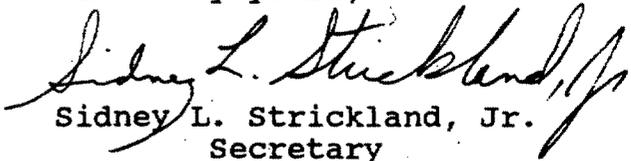
OFFICE OF THE SECRETARY

Jenniece H. Schilling
Attn. Ellen Toscane
381 East Broadway 2nd Fl.
Salt Lake City, UT. 84111

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 4/14/92 at 3:05pm, and assigned recordation number(s). 6846-F

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

AMENDMENT
TO
ASSIGNMENT AND ASSUMPTION AGREEMENT

6846-E
APR 14 1992 -3 05 PM
INTERSTATE COMMERCE COMMISSION

This Amendment to Assignment and Assumption Agreement (the "Amendment"), dated as of April 10, 1992, is by and between First Security Bank of Idaho, N.A. (hereinafter "Assignor") and First Security Leasing Company of Nevada (hereinafter "Assignee").

R E C I T A L S:

WHEREAS, on September 1, 1988, Assignor and Assignee entered into an Assignment and Assumption Agreement, effective February 29, 1988, (the "Assignment") whereby Assignor assigned to Assignee all of Assignor's right, title, interest and obligations in and to a certain Owner Trust Agreement No. 3 (the "Trust Agreement") 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 Owner Trustee ("Owner Trustee"), that certain Estate Percentage (as defined in the Trust Agreement) and any other documents relating to the Trust Agreement or Estate Percentage to which Assignor was a party and which were in effect, together with any rents or payments received thereunder or any increases in said rents or payments; and

WHEREAS, the Assignment further provided for the assignment by Assignor to Assignee of all of Assignor's right, title and interest in and to seven hundred and forty (740) box cars (the "Equipment") pursuant to that certain Lease of Equipment No. 3 dated as of November 1, 1972 between Owner Trustee as Lessor and Canadian National Railway Company as Lessee; and

WHEREAS, the Assignment was recorded with the Interstate Commerce Commission on August 21, 1989 and assigned Recordation Number 6846-E; and

WHEREAS, Assignor did not have an interest in all of the Equipment described in the Assignment, and therefore could not assign any interest in such portion of the Equipment; and

WHEREAS, Assignor and Assignee desire to correct the Equipment description contained in the Assignment.

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

Section 1. Amendments. The following language in the Assignment and Assumption Agreement is hereby deleted:

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.

The language deleted above is hereby replaced with the following language:

Owner Trust Agreement No. 3, lease of fifty (50) 52'8" 100-ton box cars, 10' sliding doors, numbered CN 415000 - 415049, inclusive, and seventy-five (75) 52'8" 70-ton box cars, 18' double doors, numbered CN 557362, 557363, and 557367 - 557439, inclusive, pursuant to that certain Lease of Equipment No. 3 dated as of November 1, 1972 between Owner Trustee as Lessor and Canadian National Railway Company as Lessee.

Section 2. Miscellaneous. Except as provided herein, the Assignment shall remain unchanged and in full force and effect. This Amendment may be executed in any number of counterparts, all of which taken together shall constitute one and the same amendatory instrument.

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

ASSIGNOR:

FIRST SECURITY BANK OF IDAHO, N.A.

By: *Jimmie Schul*
Its: Authorized Representative

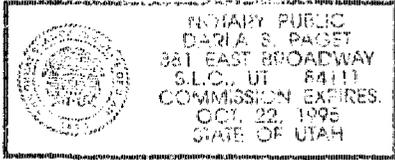
ASSIGNEE:

FIRST SECURITY LEASING COMPANY
OF NEVADA

By: *Burley G. Miller*
Its: Vice President & Secretary

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

On the 10th of April, 1992 personally appeared before me Jenniece Schilling, who being by me duly sworn, did say that she is an Authorized Representative of First Security Bank of Idaho, N.A., and that said instrument was duly signed on behalf of said association.



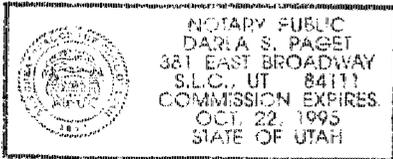
Residing at:
Salt Lake County

Darla S. Paget
NOTARY PUBLIC

My commission expires:
10-22-95

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

On the 10th of April, 1992 personally appeared before me Bradley E. Morris, who being by me duly sworn, did say that he is a Vice President and Secretary of First Security Leasing Company of Nevada, and that said instrument was duly signed on behalf of said corporation.



Residing at:
Salt Lake County

Darla S. Paget
NOTARY PUBLIC

My commission expires:
10-22-95