

**First  
Security  
Bank**

RECORDED BY 6866-E  
REC 143

APR 30 1992 -3 40 PM  
1992  
INTERSTATE COMMERCE COMMISSION

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FOR OPERATING UNIT

2-121A028

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

Re: Modification of Assignment and Assumption Agreement -  
Recordation Number 6866-D.

Dear Ms. Lee:

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 6866-D 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 amendment to 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 6866.

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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April 27, 1992  
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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. 6866-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:

One Hundred Sixty (160) 52'8" 100-ton box cars, 10' sliding doors, Road Numbers CNIS 417090 - 417249, 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 27, 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. Once the Amendment has been filed, please forward the original recordation information to the following address:

First Security Leasing Company  
381 East Broadway, 2nd Floor  
Salt Lake City, UT 84111  
ATTN: Ellen J. Toscano

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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

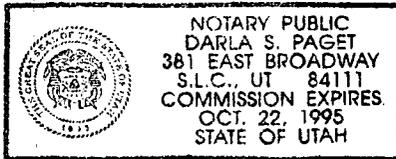
EJT/dsp  
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Enclosures

cc: Ellen Toscano  
Thomas Pawlicky

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

On the 27th 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

6866-E  
RECORDED TO FILED 1423

APR 30 1992 - 3 40 PM

AMENDMENT  
TO  
ASSIGNMENT AND ASSUMPTION AGREEMENT

INTERSTATE COMMERCE COMMISSION

This Amendment to Assignment and Assumption Agreement (the "Amendment"), dated as of April 27, 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 22, 1989 at 12:15 p.m. and assigned Recordation Number 6866-D; 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:

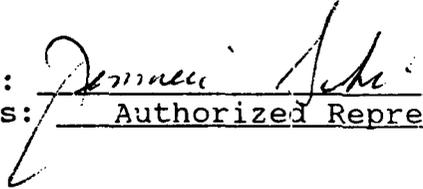
Owner Trust Agreement No. 3, lease of One Hundred Sixty (160) 52'8" 100-ton box cars, 10' sliding doors, numbered CNIS 417090 - 417249, inclusive, pursuant to that certain Lease of Equipment No. 3 dated as of November 1, 1972 between Owner Trustee as Lessor and Canadian National Railway Company as Lessee.

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.

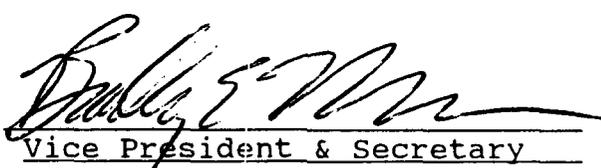
ASSIGNOR:

FIRST SECURITY BANK OF IDAHO, N.A.

By:   
Its: Authorized Representative

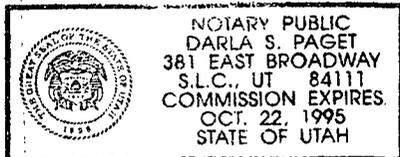
ASSIGNEE:

FIRST SECURITY LEASING COMPANY  
OF NEVADA

By:   
Its: Vice President & Secretary

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

On the 27th 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.



Darla S. Paget  
NOTARY PUBLIC

Residing at:

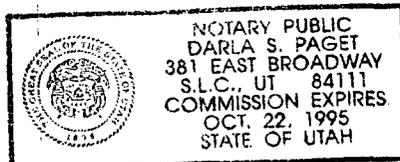
My commission expires:

Salt Lake County

10-22-95

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

On the 27th 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.



Darla S. Paget  
NOTARY PUBLIC

Residing at:

My commission expires:

Salt Lake County

10-22-95

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