

RECORDATION NO

11615-A
FILED 148**First
Security
Leasing**SM

JUL 15 1991 -10 55 AM

July 10, 1991

INTERSTATE COMMERCE COMMISSION

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

Dear Ms. Lee:

Please find enclosed one original and one certified 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 November 30, 1988, and effective February 29, 1988. The primary documents to which this Assignment is related are recorded under Recordation Number 11615 et seq. I hereby request cross-indexing as the document is an assignment of an Equipment Lease previously recorded.

A description of the equipment is as follows:

One Hundred Twenty (120) Open Top Hopper Cars, Lettered KCLX and Numbered 7371, 7372 and 7374 through 7491 (all inclusive); and One Hundred Twenty (120) Open Top Hopper Cars Lettered KCLX and Numbered 45241 through 45360 (all inclusive).

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, UT 84111

A fee of \$15.00 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, UT 84111, Attention: Ellen Toscano.

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 the Equipment Lease and all documents related thereto with Recordation Number 11615 et seq.

Thank you for your assistance. If you have any questions, please feel free to call Ellen Toscano at (801) 350-3068.

Very truly yours,

FIRST SECURITY BANK OF IDAHO, N.A.


Louis A. Harris

LAH/EJT/jc
L00464.a

enclosure

cc: Ellen J. Toscano

Interstate Commerce Commission
Washington, D.C. 20423

7/15/91

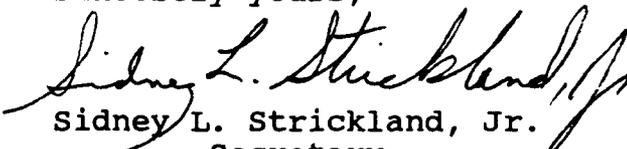
OFFICE OF THE SECRETARY

Louis A. Harris
First Security Leasing Company
P. O. Box 25357
Salt Lake City, Utah 84125

Dear Sirs:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/15/91 at 10:55AM , and assigned recordation number(s). 11645-A.

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

11615-A
JUL 15 1991 - 10 55 AM

INTERSTATE COMMERCE COMMISSION

ASSIGNMENT AND ASSUMPTION AGREEMENT

This Assignment and Assumption Agreement, executed this 30th day of November, 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").

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 among First Security Bank of Utah, N.A. as Trustee and Assignor, et al., as Trustors, that certain Trust (as defined in such Trust Agreement) and that certain Participation Agreement among Assignor as Trustor, First Security Bank of Utah, N.A., as Trustee, et al., and any other documents relating to such Trust Agreement, Trust or 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: KCPL Trust No. 80-1, lease of 240 Open Top Hoppers pursuant to that certain Equipment Lease dated as of March 1, 1980 between First Security Bank of Utah, N.A. (as Trustee under KCPL Trust No. 80-1) as Lessor and Kansas City Power & Light Company as Lessee.

Assignee hereby confirms that it shall be deemed a party to the Trust Agreement and the Participation Agreement and shall be bound by all of the terms of and undertake all of the obligations of Assignor under 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. Assignee hereby further makes and incorporates herein by reference, effective February 29, 1988, all of the representations of Assignor set forth in Sections 3.4(a), (b) and (c) of the Participation Agreement.

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: *Charles L. Anderson*
Its: *V.P.*

CONSENTED TO BY:
UNUM LIFE INSURANCE COMPANY OF AMERICA, formerly known as
UNION MUTUAL STOCK LIFE INSURANCE COMPANY OF AMERICA

By: *Mark A. Hansen* *for*
Its: *Unum, Corporate Securities*

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

I, JaNae Gibbs, 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.

 Notary Public
JANA E GIBBS
381 East Broadway
Salt Lake City, Utah 84111
My Commission Expires
May 25, 1994
State of Utah

JaNae Gibbs

Residing at:
Salt Lake City

My commission expires:
May 25, 1994