

CONNELL FINANCE COMPANY, INC.

200 CONNELL DRIVE BERKELEY HEIGHTS, N.J. 07922 U S.A.

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RECORDATION NO. 17013-F FILED

NOV 13 '13 -2 43 PM

~~SURFACE TRANSPORTATION BOARD~~

November 12, 2013

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D C. 20423

Dear Section Chief

I have enclosed two originals of the secondary document described below, to be recorded pursuant to Section 11301 of Title 49 of the United States Code. I have also enclosed a copy of this letter along with the original

The enclosed document is a Release and Satisfaction and Bill of Sale, a secondary document, dated as of November 7, 2013 (the "Release"), issued by MB Financial Bank, N A , as lender, (the "Lender") The primary document to which the Release is connected is a Conditional Sale Agreement dated as of August 15, 1990 (the "CSA"), between Thrall Car Manufacturing Company, as builder thereunder ("Builder") and Connell Finance Company, Inc. as owner thereunder ("Connell"), recorded with the Interstate Commerce Commission ("ICC"; now replaced by the Surface Transportation Board) on September 19, 1990 at 3:20 p.m , and assigned Recordation No 17013. Further, pursuant to that certain Agreement and Assignment dated as of August 15, 1990 , which was recorded with the ICC on September 19, 1990 at 3:20 p.m. and assigned Recordation No. 17013-A (the "Agreement and Assignment"), Builder had assigned its interests in the "Equipment" (as defined thereunder) to Lender

The CSA and the Agreement and Assignment were entered into in conjunction with a Lease of Railroad Equipment dated as of August 15, 1990, between Georgia Power Company and Connell (the "Lease"), which was recorded with the ICC on September 19, 1990 at 3:20 p.m., and assigned Recordation No 17013-B. Connell had assigned a collateral security interest in the Lease to Lender, securing the obligations of Connell under the Conditional Sale Agreement

All of Connell's obligations under the CSA have been performed in full and the Lease has terminated.

The name and address of Lender, the sole party to the Release, are as follows.

MB Financial Bank, N A
6111 North River Road
Rosemont, IL 60018

A description of the equipment covered by the Release is as follows:

150 Thrall Car Manufacturing Company-built, 107-ton aluminum coal hopper cars, with the following reporting marks and road numbers: GALX 90001 to GALX 90150, inclusive; and 10 carsets of fabricated car parts.

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A check in the amount of \$44 00 is enclosed to cover the fee for filing this Release. Please return one original of the Release and the copy of this letter, time- and date-stamped as to filing, to Carlton A. Blake, Esq., Vice President and Associate General Counsel, Connell Finance Company, Inc., 200 Connell Drive, Berkeley Heights, NJ 07922.

A short summary of the Release follows

Release and Satisfaction and Bill of Sale dated as of November 7, 2013, by MB Financial Bank, N A (as ultimate successor-in-interest to The Penn Mutual Life Insurance Company) ("Lender"), whereby Lender declares that certain Conditional Sale Agreement dated as of August 15, 1990 (the "Conditional Sale Agreement"), between Thrall Car Manufacturing Company (whose interests in the "Equipment" thereunder were assigned to Lender) and Connell Finance Company, Inc. ("Connell") to be satisfied and canceled, and consents that the same be discharged of record, and whereby Lender further sells, assigns, conveys, transfers, sets over, and releases, unto Connell all of its right, title and interest in and to (a) all of the "Equipment" under the Conditional Sale Agreement, free of all liens, security interests and other encumbrances created or retained under the Conditional Sale Agreement, or which result from claims against Lender that are not related to the subject security interest in the Equipment under the Conditional Sale Agreement; and (b) the Lease of Railroad Equipment dated as of August 15, 1990, between Georgia Power Company, as lessee and Connell, as lessor. The Conditional Sale Agreement was recorded with the Interstate Commerce Commission (now Surface Transportation Board) on September 19, 1990 at 3.20 PM and assigned Recordation No 17013. The Equipment under the Conditional Sale Agreement consisted of 150 Thrall Car Manufacturing Company-built, 107-ton aluminum coal hopper cars, with the following reporting marks and road numbers. GALX 90001 to GALX 90150, inclusive, and 10 carsets of fabricated car parts

If you have any questions, please do not hesitate to call the undersigned at (908) 673-3700. Thank you

Very Truly Yours,

CONNELL FINANCE COMPANY, INC.

By: 

Name Carlton A. Blake
Title: V P & Assoc. Gen. Counsel

Enclosures

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RELEASE AND SATISFACTION AND BILL OF SALE ~~SURFACE TRANSPORTATION BOARD~~

This Release and Satisfaction and Bill of Sale is dated as of November 7, 2013, by MB Financial Bank, N.A. (as ultimate successor to The Penn Mutual Life Insurance Company), as Lender ("Lender").

WHEREAS, Thrall Car Manufacturing Company ("Builder") and Connell Finance Company, Inc. ("Connell") are parties to that certain Conditional Sale Agreement dated as of August 15, 1990 (as amended, the "Conditional Sale Agreement"), pursuant to which Builder retained a security interest in the following equipment (the "Railroad Equipment") as such Railroad Equipment may have been re-named, replaced, re-numbered or decreased due to casualty or otherwise:

150 Thrall Car Manufacturing Company-built, 107-ton aluminum coal hopper cars, with the following reporting marks and road numbers: GALX 90001 to GALX 90150, inclusive; and 10 carsets of fabricated car parts;

WHEREAS, Lender and Builder are parties to that certain Agreement and Assignment dated as of August 15, 1990 (the "Agreement and Assignment"), pursuant to which Builder assigned its interests in the Railroad Equipment to Lender,

WHEREAS, Connell, as lessor thereunder, and Georgia Power Company, as lessee thereunder ("Lessee"), are parties to that certain Lease of Railroad Equipment dated as of August 15, 1990 (as amended, the "Lease"), pursuant to which Connell leased the Railroad Equipment to Lessee;

WHEREAS, Connell and Lender are parties to that certain Assignment of Lease and Agreement dated as of August 15, 1990 (the "Assignment of Lease"), pursuant to which Connell assigned a collateral security interest in the Lease to Lender, securing the obligations owed under the Conditional Sale Agreement.

WHEREAS, the Conditional Sale Agreement, the Agreement and Assignment, the Lease and the Assignment of Lease were each recorded with the Interstate Commerce Commission (now, the Surface Transportation Board) on September 19, 1990 at 3:20 p.m., and given recordation numbers 17013, 17013-A, 17013-B and 17013-C, respectively, and any other related filings, including amendments to the foregoing documents, that were made were given corresponding recordation numbers,

WHEREAS, the "CSA Indebtedness", as defined in the Conditional Sale Agreement, with interest thereon, has been fully paid and all of the obligations under the Conditional Sale Agreement have been fully complied with and performed; and

WHEREAS, Connell is hereby duly requesting that Lender declare the Conditional Sale Agreement to be satisfied and canceled, release and transfer to Connell all interests held by Lender in the Railroad Equipment, and provide for public recordation of evidence of such release and transfer, and Lender is willing to so declare, release and transfer and provide;

