

RECORDATION 6948-A

MAY 21 1976 - 11 00 AM

INTERSTATE COMMERCE COMMISSION

Counterpart No. 5  
Of 5 Counterparts

AGREEMENT OF PARTIAL RELEASE dated as of May 1, 1976 among STATE MUTUAL LIFE ASSURANCE COMPANY OF AMERICA and TRUST COMPANY OF GEORGIA, as Trustee.

WITNESSETH:

WHEREAS, by a Reconstruction and Conditional Sale Agreement dated as of December 1, 1972 (hereinafter called the Conditional Sale Agreement) among State Mutual Life Assurance Company of America (therein and hereinafter called the Vendor), Louisville and Nashville Railroad Company (therein and hereinafter called the Railroad), L&N Investment Corporation (therein and hereinafter called the Builder) and Trust Company of Georgia, as Trustee, the Vendor agreed to sell to said Trustee its interest in the railroad equipment described in Schedule A thereto (hereinafter called the Equipment) after it has been reconstructed by the Builder;

WHEREAS, by a Lease of Railroad Equipment dated as of December 1, 1972 (hereinafter called the Lease) between Trust Company of Georgia, as Trustee (therein and hereinafter called the Lessor) and the Railroad, as Lessee, the Lessor leased the Equipment to the Railroad subject to the rights of the Vendor under the Conditional Sale Agreement;

WHEREAS, the Conditional Sale Agreement was filed and recorded with the Interstate Commerce Commission, pursuant to Section 20c of the Interstate Commerce Act, on March 2, 1973 and assigned Recordation No. 6948;

WHEREAS, the Lease was filed and recorded with the Interstate Commerce Commission, pursuant to Section 20c of the Interstate Commerce Act, on March 2, 1973 and assigned Recordation No. 6948-A;

WHEREAS, a 70-ton 50' 6" box car bearing L&N road number 112096 (hereinafter called the Unit), subject to the Conditional Sale Agreement and Lease, has suffered a Casualty Occurrence;

WHEREAS, the Railroad has paid to the Lessor, pursuant to Section 6 of the Lease, the Casualty Value of the Unit;

WHEREAS, the Lessor, as Vendee under the Conditional Sale Agreement, has paid to the Vendor, pursuant to Article 6 of the Conditional Sale Agreement, the Casualty Value of the Unit;

WHEREAS, the Lessor, as Vendee under the Conditional Sale Agreement, is entitled to receive from the Vendor this instrument confirming passage to the Lessor of the Vendor's right, title and interest in the Unit and the release of the Unit from the terms and conditions of the Conditional Sale Agreement; and

WHEREAS, the Railroad, as Lessee under the Lease, is entitled to receive from the Lessor this instrument confirming passage to the Lessee of the Lessor's right, title

and interest in the Unit and the release of the Unit from the terms and conditions of the Lease;

NOW, THEREFORE, in consideration of the mutual promises, covenants and agreements hereinafter set forth, the parties hereto do hereby agree as follows:

The Vendor does hereby bargain, sell, assign, transfer and set over to the Lessor its right, title and interest in the Unit and does hereby release the Unit from the terms and conditions of the Conditional Sale Agreement.

The Lessor does hereby bargain, sell, assign, transfer and set over to the Lessee its right, title and interest in the Unit and does hereby release the Unit from the terms and conditions of the Lease.

This instrument may be executed in two or more counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument, which shall be sufficiently evidenced by any such original counterpart.

IN WITNESS WHEREOF, the parties hereto have executed or caused this instrument to be executed as of the date first above written.

STATE MUTUAL LIFE ASSURANCE COMPANY  
OF AMERICA

By Edmund T. Bennett *TCPTA*  
VICE PRESIDENT

(Corporate Seal)

ATTEST:

M. Barbara Smith ASSISTANT SECRETARY

TRUST COMPANY OF GEORGIA,  
as Trustee

By *Ray C. Forward*

(Corporate Seal)

Corporate Trust Operations Officer

ATTEST:

*J. Donald*  
Assistant Corporate Trust Officer

COMMONWEALTH OF MASSACHUSETTS)

) SS:

COUNTY OF WORCESTER )

On this 18th day of May, 1976, before me personally appeared Edmund T. Bennett, to me personally known, who, being by me duly sworn, says that he is Vice President of State Mutual Life Assurance Company of America, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Thomas C. Powley*  
Notary Public

THOMAS C. POWLEY

My Commission expires

My Commission Expires June 12, 1981

(Notarial Seal)

