



Citizens Fidelity Bank & Trust Company

CITIZENS PLAZA • LOUISVILLE, KENTUCKY 40298

RECORDATION NO. 10686-1 Filed 1425

MAR 20 1980 - 10 35 AM

INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Sir:

On July 30, 1979, we forwarded to you two documents for filing pursuant to 49 U.S.C.A. §11303: (i) an Equipment Trust Agreement, which received Recordation No. 10686, and (ii) an Amendment and Restatement of Lease (to which were attached as exhibits the prior lease, an executed copy of the current Sublease, an executed copy of the Guaranty of the Sublease and an executed copy of the Assignment of the Sublease), which received Recordation No. 10686-A. Both of these documents were amended on a number of occasions and all the amendments were recorded. The parties to these documents are:

(i) Equipment Trust Agreement:

(a) Trustee: Citizens Fidelity Bank & Trust Company
P. O. Box 33000
Louisville, KY 40296

(b) Trust Party/ Company: Oneida & Western Transportation Company
4711 Old Kingston Pike
Knoxville, TN 37919¹

(ii) Amendment and Restatement of Lease:

(a) Sublessor: Oneida & Western Transportation Company
4711 Old Kingston Pike
Knoxville, TN 37919

(b) Sublessee: Shamrock Coal Company, Incorporated
P. O. Box 10388
Knoxville, Tennessee 37919

¹Formerly 300 Forest Park Boulevard, Knoxville, Tennessee, 37919



Citizens Fidelity Bank & Trust Company

CITIZENS PLAZA • LOUISVILLE, KENTUCKY 40296

Secretary
Interstate Commerce Commission
Page Two

(c) Guarantor: Shamrock Resources
Corporation
P. O. Box 10388
Knoxville, TN 37919

Please find enclosed an original and two additional executed counterparts of a Bill of Sale And Release Of Seller's Rights Under Equipment Trust Agreement, Sublease And Guaranty.

We respectfully request that the original of this document be recorded pursuant to 49 U.S.C.A. §11303.

We would also appreciate your receipting one of the counterparts by both date stamp and letter and returning it to Citizens Fidelity Bank and Trust Company at the above address. The original shall be returned to:

Robert S. Marquis, Esq.
McC Campbell & Young
2021 United American Plaza
Post Office Box 550
Knoxville, Tennessee 37901

The undersigned certifies that he is an officer of the Trustee and that he has knowledge of the matters set forth in the enclosed document.

Sincerely,

C. Howard Capito
Assistant Vice President

LAW OFFICES
McCAMPBELL & YOUNG
POST OFFICE BOX 550
2021 UNITED AMERICAN PLAZA
KNOXVILLE, TENNESSEE 37901

615/637-1440

H. H. McCAMPBELL, JR. (1905-1974)
ROBERT S. YOUNG, JR.
LINDSAY YOUNG
F. GRAHAM BARTLETT
RICHARD L. HOLLOW
ROBERT S. MARQUIS
R. FRANKLIN NORTON
KENNETH W. KROMER, JR.
RUDOLPH L. ENNIS
WARREN P. LUHN
LINDSAY Y. McDONOUGH

March 17, 1980

0-030A017

ALL
MAR 20 1980
Date
Fee \$ 10.00

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

ICC Washington, D. C.

Attention Mrs. Mildred Lee
Room 2303

Re: Oneida & Western Transportation Company
Recordation No. 10686

Gentlemen:

Enclosed herewith is a check for \$10 made payable to the Interstate Commerce Commission for the above captioned recordation.

Thank you for your help in this matter.

Sincerely,

Robert S. Marquis
Robert S. Marquis

RSM:db:D1

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I.C.C.
FEE OPERATION BR.

Interstate Commerce Commission
Washington, D.C. 20423

3/20/80

OFFICE OF THE SECRETARY

Mr. Robert S. Marquis, Esq.

McC Campbell & Young
2021 United American Plaza
P.O. Box 550
Knoxville, Tenn. 37901

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 **3/20/80** at **10:35am**, and assigned re-
recording number(s). **10686-I**

Sincerely yours,


Agatha L. Mergenovich
Secretary

Enclosure(s)

RECORDATION NO. 10686-1
MAR 20 1980
FILED 1425
-10 22 AM
COMMISSION

CERTIFICATION OF BILL OF SALE AND RELEASE OF SELLER'S RIGHTS UNDER EQUIPMENT TRUST AGREEMENT, SUBLEASE AND GUARANTY

The undersigned, C. Howard Capito, who is Assistant Vice President, of Citizens Fidelity Bank & Trust Company, of Louisville, Kentucky, does hereby certify that the Bill of Sale and Release of Seller's Rights Under Equipment Trust Agreement, Sublease and Guaranty, dated March 10, 1980, by and between Citizens Fidelity Bank & Trust Company of Louisville, Kentucky, Trustee, as Seller, and Shamrock Coal Company, Inc., a Tennessee corporation, as Purchaser (a copy of which Bill of Sale and Release of Seller's Rights Under Equipment Trust Agreement, Sublease and Guaranty is attached hereto as Exhibit 1), is valid and effective to vest title in the equipment covered thereby in Shamrock Coal Company, Inc., free from all liens and encumbrances, except as stated in said Bill of Sale and Release of Seller's Rights Under Equipment Trust Agreement, Sublease and Guaranty.

IN WITNESS WHEREOF, this instrument has been executed this 10th day of MARCH, 1980.

CITIZENS FIDELITY BANK & TRUST COMPANY

By C. Howard Capito
Title: Assistant Vice President

BILL OF SALE AND RELEASE OF SELLER'S
RIGHTS UNDER EQUIPMENT TRUST AGREEMENT, SUBLEASE AND GUARANTY

WHEREAS, CITIZENS FIDELITY BANK & TRUST COMPANY (hereinafter referred to as "Seller") executed a certain Trust Agreement (hereinafter referred to as the "Trust Agreement") dated as of July 27, 1979, with ONEIDA & WESTERN TRANSPORTATION COMPANY (hereinafter referred to as "O&W"), for the purchase and leasing of certain railroad equipment as described in the Trust Agreement and Exhibit A hereto (hereinafter referred to as the "Equipment"); and

WHEREAS, O&W has assigned all of its right, title and interest in the Equipment subject to the obligations of the Trust Agreement to Sun Company, Inc.; and

WHEREAS, Sun Company, Inc., thereafter assigned all of its right, title and interest in and to the Equipment subject to the obligations of the Trust Agreement to Elk River Resources, Inc.; and

WHEREAS, Elk River Resources, Inc., thereafter assigned all its rights, title and interest in and to the Equipment subject to the obligations of the Trust Agreement to Shamrock Resources Corporation; and

WHEREAS, Shamrock Resources Corporation, thereafter assigned all its right, title and interest in and to the Equipment subject to the obligations of the Trust Agreement to Shamrock Coal Company, Inc. (hereinafter referred to as "Purchaser" or "Sublessee"); and

WHEREAS, O&W entered into a Sublease of Railroad Equipment, dated as of May 17, 1979, as amended and restated July 27, 1979 (the "Sublease"), with Shamrock Coal Company, Inc., wherein O&W subleased the Equipment to Sublessee; and

WHEREAS, the full, faithful and timely performance of Sublessee's obligations under the Sublease have been guaranteed pursuant to a Guaranty (the "Guaranty") by Shamrock Resources Corporation; and

WHEREAS, Seller wishes to grant, bargain, sell and convey and deliver to Purchaser with covenants of special warranty the Equipment and to release and forever discharge Purchaser from any and every right, claim and demand pursuant to the Trust Agreement, the Sublease and the Guaranty in exchange for Purchaser's payment of the sum of \$11,299,474.67 in full satisfaction of the obligations of O&W pursuant to said Trust Agreement, said obligations of O&W now being those of Purchaser;

NOW, THEREFORE, in consideration of the payment by Purchaser to Seller of the sum of \$11,299,474.67, receipt of which is hereby acknowledged, Seller shall, and does hereby, grant, bargain, sell and convey and deliver to Purchaser, its successors and assigns, with covenants of special warranty all of Seller's right, title and interest in the Equipment and does hereby release and forever discharge Purchaser from any and every right, claim and demand pursuant to the Trust Agreement, the Sublease and the Guaranty, except those rights pursuant to the Trust Agreement including specifically those rights pursuant to Section 5.10 entitled Indemnification which are to survive termination of the Trust Agreement.

IN WITNESS WHEREOF, the parties hereto have executed this Assignment as of the 10th day of March, 1980, intending to be legally bound hereby.

CITIZENS FIDELITY BANK & TRUST
COMPANY

By C. Howard C. [Signature]
Title: Assistant Vice President

SHAMROCK COAL COMPANY, INC.

By B. [Signature]
Title: President

EXHIBIT A

Description of Trust Equipment

<u>Description</u>	<u>Manufacturer</u>	<u>Quantity</u>	<u>Company's Car Numbers (all inclusive)</u>	<u>AAR Mechanical Designation</u>	<u>Date of Earliest Service</u>
105-Ton Rotary Dump Bathrub Type Gondola Cars	Whittaker Cor- poration, Berwick Forge and Fabri- cating Division, Berwick, PA	154	OWTX99001- OWTX99154 *	GTS	June 1, 1979
105-Ton Rotary Dump Bathtub Type Gondola Cars	Whittaker Cor- poration, Berwick Forge and Fabri- cating Division, Berwick, PA	26	OWTX99155- OWTX99180	GTS	June 1, 1979
3000 hsp. Model SD40-2 Locomotives	General Motors Corporation, Elec- tro-Motive Division, LaGrange, IL	8	OW9950- OW9957	Not applica- ble/Serial Numbers 786246-1 through 786246-8 (all inclusive)	June 1, 1979
Steel Sheathed Bay Window Compact Body Cabooses	PACCAR, Inc., In- ternational Car Co. Division, Kenton, OH	2	OWTX9990 and OWTX9999	NE	June 1, 1979

*Thirteen cars, ##OWTX 99100, 99099, 99103, 99083, 99084, 99070, 99032, 99043, 99068, 99036, 99037, 99082, and 99035 respectively, were destroyed on December 13, 1979, on the line of Louisville and Nashville Railroad Company, for which a bill in the amount of \$480,548.90 has been submitted.