ITEL
Itel Rail Corporation
55 Francisco Street
San Francisco, California 94133
(415) 984-4000

RECORDATION NO. 8797 Filed & Recorded
OCT 8 1986 9-50 PM
INTERSTATE COMMERCE COMMISSION

September 30, 1986

BY HAND

Honorable Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Lease Agreement
Made as of April 4, 1977, Itel Rail Corporation, Lessor, to
Terminal Railway of Alabama, Lessee,
Recorded with ICC April 27, 1977 under Recordation No. 8797
Release and Assignment of Collateral

Dear Ms. McGee:

8797-

On behalf of Itel Rail Corporation, I submit for filing and recording under 49 U.S.C. Section 11303(a), and the regulations promulgated thereunder, the enclosed Release and Assignment of Collateral entered into as of September 30, 1986, which is a secondary document, not previously recorded.

The parties to the enclosed document are:

First Security Bank of Utah, N.A. - Releaser-Assignor
79 South Main Street
Salt Lake City, Utah 84125

Itel Rail Corporation - Party Released-Assignee
55 Francisco Street, 5th Floor
San Francisco, California 94133

Said document releases the interests of First Security Bank of Utah, N.A., Trustee, in the above-captioned Lease and the

collateral thereunder, and assigns it to Itel Rail Corporation, and should be recorded under the next available letter under the Recordation No. captioned above.

The rolling stock covered consists of the units so designated in Schedule B of the said Release and Assignment of Collateral.

A short summary of the document to appear in the Index is as follows:

> "Release of all interest in above identified Lease or Sublease and collateral thereunder and assignment thereof by First Security Bank of Utah, N.A., to Itel Rail Corporation."

Enclosed is our check in the amount of ten dollars ($10) in payment of the filing fee.

Once this filing has been made, please return to bearer the stamped counterpart(s) of the document not needed for your files, together with the fee receipt, and the letter from the ICC acknowledging the filing.

Very truly yours,

Howard L. Chabner

Howard L. Chabner
Counsel

Enclosures

8797-

RECORDATION NO. 8797-D Filed & Recorded

OCT 8 1986 9-50 PM

INTERSTATE COMMERCE COMMISSION

**RELEASE AND ASSIGNMENT OF COLLATERAL**
**AND TERMINATION OF**
**1976 SERIES 1 AMENDED ETC SERIES TRUST**
**1977 SERIES 1 AMENDED ETC SERIES TRUST**
**1977 SERIES 2 AMENDED ETC SERIES TRUST**
**1978 SERIES 1 AMENDED ETC SERIES TRUST**
**1978 SERIES 4 AMENDED ETC SERIES TRUST**

This Release and Assignment of Collateral and Termination of Trusts ("Release") is entered into as of the 30th day of September, 1986, by and between Itel Rail Corporation ("Itel Rail") and First Security Bank of Utah, N.A., as trustee.

WHEREAS, Itel Corporation ("Itel"), as successor in interest to SSI Rail Corp., and First Security Bank of Utah, N.A., as trustee, are parties to a certain equipment trust agreement dated as of July 15, 1976, which was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. Section 11303 on August 27, 1976 (as amended, the "1976 Series 1 Equipment Trust") and given Recordation No. 8457; and

WHEREAS, Itel, as successor in interest to SSI Rail Corp., and First Security Bank of Utah, N.A., as trustee, are parties to a certain equipment trust agreement dated as of January 1, 1977, which was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. Section 11303 on January 24, 1977 (as amended, the "1977 Series 1 Equipment Trust") and given Recordation No. 8673; and

WHEREAS, Itel, as successor in interest to SSI Rail Corp., and First Security Bank of Utah, N.A., as trustee, are parties to a certain equipment trust agreement dated as of March 15, 1977, which was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. Section 11303 on April 14, 1977 (as amended, the "1977 Series 2 Equipment Trust") and given Recordation No. 8781; and

WHEREAS, Itel and First Security Bank of Utah, N.A., as trustee, are parties to a certain equipment trust agreement dated as of January 1, 1978, which was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. Section 11303 on March 21, 1978 (as amended, the "1978 Series 1 Equipment Trust") and given Recordation No. 9290; and

WHEREAS, Itel and First Security Bank of Utah, N.A., as successor to Bankers Trust Company, as trustee, are parties to a certain equipment trust agreement dated as of December 1, 1978, which was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. Section 11303 on December 21, 1978 (as amended, the "1978 Series 4 Equipment Trust") and given Recordation No. 9929; and

WHEREAS, the 1976 Series 1 Equipment Trust, 1977 Series 1 Equipment Trust, 1977 Series 2 Equipment Trust, 1978 Series 1 Equipment Trust and 1978 Series 4 Equipment Trust (collectively, the "Terminated Trusts") have been consolidated, amended and restated in the Consolidated, Amended, and Restated Equipment Trust Agreement dated as of January 1, 1982 ("ETC Modification Agreement") among First Security Bank of Utah, N.A., as Trustee ("Trustee"), Itel and Itel Rail, which ETC Modification Agreement was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. Section 11303 on September 20, 1983 and given Recordation No. 14165; and

WHEREAS, Itel Rail is successor in interest to Itel Corporation, Rail Division, pursuant to Itel's Amended Plan of Reorganization which became effective on September 19, 1983; and

WHEREAS, pursuant to the ETC Modification Agreement, the Trustee holds title to certain units of Trust Equipment (as defined in the ETC Modification Agreement) as trustee for the benefit of the Holders of 1976 Series 1 Amended Trust Certificates, 1977 Series 1 Amended Trust Certificates, 1977 Series 2 Amended Trust Certificates, 1978 Series 1 Amended Trust Certificates and 1978 Series 4 Amended Trust Certificates (all as defined in the ETC Modification Agreement) (collectively, the "Exchanged Certificates"); and

WHEREAS, Itel and Itel Rail have assigned to the Trustee their rights under certain leases, subleases, Leases, Subleases (as defined in the ETC Modification Agreement) and amendments thereto as collateral security for the payment and performance of Itel Rail's obligations under the ETC Modification Agreement with respect to the 1976 Series 1 Amended ETC Series Trust, 1977 Series 1 Amended ETC Series Trust, 1977 Series 2 Amended ETC Series Trust, 1978 Series 1 Amended ETC

Series Trust and 1978 Series 4 Amended ETC Series Trust (all as defined in the ETC Modification Agreement) (collectively, the "Terminated ETC Series Trusts") and the Terminated Trusts; and

WHEREAS, pursuant to the ETC Exchange Agreement dated as of July 30, 1986 among Itel, Itel Rail, the Trustee and certain ETC Holders (including all Holders of Exchanged Certificates), and in return for the consideration set forth therein, each Holder of Exchanged Certificates has agreed to terminate, extinguish and release the respective Terminated ETC Series Trusts and Terminated Trusts in which it holds an interest; and

WHEREAS, the Trustee has received from each Holder of Exchanged Certificates a direction to release to Itel Rail all equipment, property, rights and instruments in the Terminated ETC Series Trust(s) and Terminated Trust(s) in which such Holder holds an interest; and

NOW, THEREFORE, in consideration of the premises, the parties hereby agree as follows:

1. The Trustee hereby releases and conveys to Itel Rail all right, title, estate and interest which it has or may have in and to: (i) the equipment set forth on Schedule A hereto, and any other equipment which it holds under the ETC Modification Agreement with respect to the Terminated Trusts and Terminated ETC Series Trusts (the "Released Equipment), and (ii) all leases, subleases, Leases and Subleases thereto set forth in Exhibit B hereto and all amendments thereto, to the extent they relate to Released Equipment, and any other leases, subleases, Leases, Subleases and amendments thereto that were assigned to the Trustee as collateral security for the payment and performance of Itel Rail's obligations under the ETC Modification Agreement with respect to the Terminated Trusts and Terminated ETC Series Trusts (the "Released Instruments").

2. All right, title, estate and interest which the Trustee has or may have in and to the Released Equipment and the Released Instruments is hereby vested in Itel Rail.

3. The Trustee represents that the Released Equipment and Released Instruments are free and clear of any lien, claim, security interest, pledge or encumbrance of any kind or description granted by the Trustee.

4. The Trustee will, at Itel Rail's expense, from time to time, do and perform any other act and will execute and acknowledge, and will deliver and file, register, deposit, and record (and will refile, reregister, rerecord, or redeposit whenever required) any and all further instruments required by law or reasonably requested and prepared by Itel Rail in order to release or convey to Itel Rail any interests which the Trustee has or may have in the Released Equipment and Released Instruments.

5. Each of the Terminated Trusts and Terminated ETC Series Trusts is hereby terminated and extinguished except to the extent that the provisions of any of them expressly provide for the survival of any obligations thereunder after the termination thereof.

6. This Release shall be governed by the laws of the State of New York, but the parties shall be entitled to all rights conferred by the laws of the United States permitting filing with the Interstate Commerce Commission.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be executed in their respective names by officers thereunto duly authorized, all as of the date first above written.

**ITEL RAIL CORPORATION**

D P Hayes

Desmond P. Hayes
President

**FIRST SECURITY BANK OF UTAH, N.A., AS TRUSTEE**

Val 7 Oct

Authorized Officer

SCHEDULE A
RELEASE

**1976 SERIES 1 ETC SERIES TRUST**
**Filed Under I.C.C. Recordation No. 8457**
**on August 27, 1976**

| TRUST EQUIPMENT AS OF 7-30-86 | NUMBER OF CARS | TYPE OF CAR |
|---|---|---|
| AN 2051-2061<br>AN 2063-2100<br>AN 2102-2150 | 98 | XM |
| ELS 9000-9006<br>ELS 9008-9049 | 49 | XM |
| GRN 8000-8049 | 50 | XM |
| LEF 1040-1049 | 10 | XM |
| MDW 9000-9040<br>MDW 9042-9075<br>MDW 9077-9098 | 98 | XM |
| MR 8000-8049 | 50 | XM |
| Subtotal: | 355 | |

SCHEDULE A
RELEASE

**1977 SERIES 1 ETC SERIES TRUST**
**Filed Under I.C.C. Recordation No. 8673**
**on January 24, 1977**

| TRUST EQUIPMENT AS OF 7-30-86 | NUMBER OF CARS | TYPE OF CAR |
|---|---|---|
| AN 2151-2201 | 51 | XM |
| CAD 1001 - 1002 | 46 | XM |
| CAD 1005 | | |
| CAD 1007 - 1008 | | |
| CAD 1013 - 1014 | | |
| CAD 1016-1019 | | |
| CAD 1024 | | |
| CAD 1030-1033 | | |
| CAD 1035 | | |
| CAD 1043-1045 | | |
| CAD 1048-1049 | | |
| CAD 1051 | | |
| CAD 1055 | | |
| CAD 1057-1060 | | |
| CAD 1063 | | |
| CAD 1065-1069 | | |
| CAD 1075-1078 | | |
| CAD 1080 | | |
| CAD 1083 - 1084 | | |
| CAD 1086 | | |
| CAD 1088 | | |
| CAD 1092-1094 | | |
| Subtotal: | 97 | |

SCHEDULE A
RELEASE

**1977 SERIES 2 ETC SERIES TRUST**
**Filed Under I.C.C. Recordation No. 8781**
**on April 14, 1977**

| TRUST EQUIPMENT AS OF 7-30-86 | | NUMBER OF CARS | TYPE OF CAR |
|---|---|---|---|
| AN | 2001-2050 | 50 | XM |
| COP | 7001-7003 | 78 | XM |
| COP | 7013 | | |
| COP | 7019-7020 | | |
| COP | 7027 | | |
| COP | 7030 | | |
| COP | 7042-7043 | | |
| COP | 7048 | | |
| COP | 7051 | | |
| COP | 7055 | | |
| COP | 7057 | | |
| COP | 7060-7062 | | |
| COP | 7067-7068 | | |
| COP | 7070-7071 | | |
| COP | 7073-7074 | | |
| COP | 7076 | | |
| COP | 7079-7081 | | |
| COP | 7083 | | |
| COP | 7085-7087 | | |
| COP | 7089 | | |
| COP | 7092-7093 | | |
| COP | 7095 | | |
| COP | 7099 | | |
| COP | 7101-7102 | | |
| COP | 7104 | | |
| COP | 7106 | | |
| COP | 7111 | | |
| COP | 7122-7125 | | |
| COP | 7127-7130 | | |
| COP | 7132 | | |
| COP | 7135 | | |
| COP | 7137-7139 | | |
| COP | 7143 | | |
| COP | 7145-7146 | | |
| COP | 7148 | | |
| COP | 7151-7157 | | |
| COP | 7159-7160 | | |
| COP | 7167-7168 | | |
| COP | 7177-7178 | | |
| COP | 7181 | | |
| COP | 7183-7184 | | |
| COP | 7193-7194 | | |
| COP | 7199-7200 | | |

SCHEDULE A
RELEASE

**1977 SERIES 2 ETC SERIES TRUST**
**Filed Under I.C.C. Recordation No. 8781**
**on April 14, 1977**

| TRUST EQUIPMENT AS OF 7-30-86 | | NUMBER OF CARS | TYPE OF CAR |
|---|---|---|---|
| MR | 2000 | 341 | XM |
| MR | 2003 | | |
| MR | 2005 | | |
| MR | 2009 | | |
| MR | 2013-2014 | | |
| MR | 2016 | | |
| MR | 2019 | | |
| MR | 2022-2027 | | |
| MR | 2030 | | |
| MR | 2033-2035 | | |
| MR | 2038-2039 | | |
| MR | 2042 | | |
| MR | 2048-2049 | | |
| MR | 2053 | | |
| MR | 2055-2056 | | |
| MR | 2058 | | |
| MR | 2062 | | |
| MR | 2064 | | |
| MR | 2066 | | |
| MR | 2069 | | |
| MR | 2074 | | |
| MR | 2080 | | |
| MR | 2083-2088 | | |
| MR | 2095-2098 | | |
| MR | 2101 | | |
| MR | 2103 | | |
| MR | 2111-2112 | | |
| MR | 2115-2116 | | |
| MR | 2124 | | |
| MR | 2128 | | |
| MR | 2138 | | |
| MR | 2151 | | |
| MR | 2153 | | |
| MR | 2164 | | |
| MR | 2171-2172 | | |
| MR | 2180 | | |
| MR | 2184 | | |
| MR | 2191 | | |
| MR | 2198 | | |
| MR | 2200 | | |
| MR | 2203-2205 | | |
| MR | 2209-2210 | | |
| MR | 2212-2213 | | |
| MR | 2221 | | |
| MR | 2223 | | |
| MR | 2228-2232 | | |

SCHEDULE A
RELEASE

**1977 SERIES 2 ETC SERIES TRUST**
**Filed Under I.C.C. Recordation No. 8781**
**on April 14, 1977**

| TRUST EQUIPMENT AS OF 7-30-86 | | NUMBER OF CARS | TYPE OF CAR |
|---|---|---|---|
| MR | 2234-2236 | | |
| MR | 2240-2244 | | |
| MR | 2249 | | |
| MR | 2251-2252 | | |
| MR | 2254 | | |
| MR | 2262 | | |
| MR | 2265 | | |
| MR | 2269-2272 | | |
| MR | 2274-2277 | | |
| MR | 2280 | | |
| MR | 2284-2285 | | |
| MR | 2288 | | |
| MR | 2290 | | |
| MR | 2292-2293 | | |
| MR | 2296 | | |
| MR | 2300-2301 | | |
| MR | 2304-2305 | | |
| MR | 2307 | | |
| MR | 2312-2315 | | |
| MR | 2317 | | |
| MR | 2319-2320 | | |
| MR | 2322 | | |
| MR | 2324 | | |
| MR | 2333 | | |
| MR | 2335 | | |
| MR | 2337-2338 | | |
| MR | 2341-2343 | | |
| MR | 2347-2348 | | |
| MR | 2353 | | |
| MR | 2356-2357 | | |
| MR | 2361 | | |
| MR | 2368 | | |
| MR | 2372 | | |
| MR | 2374 | | |
| MR | 2376 | | |
| MR | 2378 | | |
| MR | 2388-2389 | | |
| MR | 2391 | | |
| MR | 2396 | | |
| MR | 2397 | | |
| MR | 7001-7003 | | |
| MR | 7006 | | |
| MR | 7009 | | |
| MR | 7011 | | |
| MR | 7013-7017 | | |
| MR | 7025-7039 | | |

SCHEDULE A
RELEASE

**1977 SERIES 2 ETC SERIES TRUST**
**Filed Under I.C.C. Recordation No. 8781**
**on April 14, 1977**

| TRUST EQUIPMENT AS OF 7-30-86 | | NUMBER OF CARS | TYPE OF CAR |
|---|---|---|---|
| MR | 7075-7080 | | |
| MR | 7135-7152 | | |
| MR | 7226-7275 | | |
| MR | 11000-11068 | | |
| MR | 11070-11073 | | |
| MR | 11075-11083 | | |
| MR | 11085-11099 | | |
| NTR | 7005 | 70 | XM |
| NTR | 7007 | | |
| NTR | 7009-7010 | | |
| NTR | 7012 | | |
| NTR | 7015 | | |
| NTR | 7017 | | |
| NTR | 7021-7024 | | |
| NTR | 7026 | | |
| NTR | 7028 | | |
| NTR | 7035-7038 | | |
| NTR | 7040-7041 | | |
| NTR | 7046-7047 | | |
| NTR | 7050 | | |
| NTR | 7052-7053 | | |
| NTR | 7058 | | |
| NTR | 7064-7065 | | |
| NTR | 7069 | | |
| NTR | 7072 | | |
| NTR | 7077-7078 | | |
| NTR | 7082 | | |
| NTR | 7088 | | |
| NTR | 7090-7091 | | |
| NTR | 7094 | | |
| NTR | 7098 | | |
| NTR | 7100 | | |
| NTR | 7108 | | |
| NTR | 7110 | | |
| NTR | 7112 | | |
| NTR | 7115-7116 | | |
| NTR | 7119-7120 | | |
| NTR | 7126 | | |
| NTR | 7133-7134 | | |
| NTR | 7136 | | |
| NTR | 7140-7141 | | |
| NTR | 7144 | | |
| NTR | 7147 | | |
| NTR | 7149 | | |

SCHEDULE A
RELEASE

**1977 SERIES 2 ETC SERIES TRUST**
**Filed Under I.C.C. Recordation No. 8781**
**on April 14, 1977**

| TRUST EQUIPMENT AS OF 7-30-86 | NUMBER OF CARS | TYPE OF CAR |
|---|---|---|
| NTR 7162-7166<br>NTR 7169<br>NTR 7173<br>NTR 7175-7176<br>NTR 7180<br>NTR 7182<br>NTR 7188<br>NTR 7190-7192<br>NTR 7195 | | |
| PHD 1000-1019<br>PHD 1021-1044<br>PHD 1046<br>PHD 1048-1066<br>PHD 1068-1086<br>PHD 1088-1099 | 95 | XM |
| SERA 4500-4599 | 100 | XM |
| SRN 5451-5499 | 49 | XM |
| TASD 77001-77066<br>TASD 77068-77107<br>TASD 77109-77110 | 108 | XM |
| Subtotal: | 891 | |

SCHEDULE A
RELEASE

**1978 SERIES 1 ETC SERIES TRUST**
**Filed Under I.C.C. Recordation No. 9290**
**on March 21, 1978**

| TRUST EQUIPMENT AS OF 7-30-86 | NUMBER OF CARS | TYPE OF CAR |
|---|---|---|
| AN 5200-5204 | 192 | XM |
| AN 5206-5260 | | |
| AN 5262-5272 | | |
| AN 5274-5293 | | |
| AN 5295-5296 | | |
| AN 5298-5319 | | |
| AN 5321-5329 | | |
| AN 5331-5376 | | |
| AN 5378-5399 | | |
| MB 4000-4005 | 6 | XM |
| MTW 8000-8027 | 48 | XM |
| MTW 8029-8048 | | |
| NLG 5001-5015 | 98 | XM |
| NLG 5017-5034 | | |
| NLG 5036-5100 | | |
| TASD 78601-78641 | 98 | XM |
| TASD 78643-78683 | | |
| TASD 78685-78700 | | |
| Subtotal: | 442 | |

SCHEDULE A
RELEASE

**1978 SERIES 4 ETC SERIES TRUST**
**Filed Under I.C.C. Recordation No. 9929**
**on December 21, 1978**

| TRUST EQUIPMENT AS OF 7-30-86 | NUMBER OF CARS | TYPE OF CAR |
|---|---|---|
| ALM 1150-1159 | 87 | XM |
| ALM 1161-1163 | | |
| ALM 1165-1187 | | |
| ALM 1189-1220 | | |
| ALM 1223-1227 | | |
| ALM 1229 | | |
| ALM 1231-1249 | | |
| ASAB 8102 | 48 | XM |
| ASAB 8109 | | |
| ASAB 8114-8115 | | |
| ASAB 8142-8144 | | |
| ASAB 8150-8153 | | |
| ASAB 8155-8157 | | |
| ASAB 8159-8168 | | |
| ASAB 8170-8174 | | |
| ASAB 8176 | | |
| ASAB 8178-8179 | | |
| ASAB 8182-8184 | | |
| ASAB 8186-8188 | | |
| ASAB 8190 | | |
| ASAB 8192-8201 | | |
| BAR 9719-9720 | 75 | XM |
| BAR 9724 | | |
| BAR 9726 | | |
| BAR 9728 | | |
| BAR 9733-9735 | | |
| BAR 9739 | | |
| BAR 9746-9747 | | |
| BAR 9749 | | |
| BAR 9752 | | |
| BAR 9754 | | |
| BAR 9756-9759 | | |
| BAR 9764-9765 | | |
| BAR 9767 | | |
| BAR 9771 | | |
| BAR 9774 | | |
| BAR 9778-9779 | | |
| BAR 9781-9782 | | |
| BAR 9784 | | |
| BAR 9721-9723 | | |

SCHEDULE A
RELEASE

**1978 SERIES 4 ETC SERIES TRUST**
**Filed Under I.C.C. Recordation No. 9929**
**on December 21, 1978**

| TRUST EQUIPMENT AS OF 7-30-86 | NUMBER OF CARS | TYPE OF CAR |
|---|---|---|
| BAR 9725 | | |
| BAR 9727 | | |
| BAR 9729-9732 | | |
| BAR 9736-9738 | | |
| BAR 9740-9745 | | |
| BAR 9748 | | |
| BAR 9750-9751 | | |
| BAR 9753 | | |
| BAR 9755 | | |
| BAR 9760-9763 | | |
| BAR 9766 | | |
| BAR 9768-9770 | | |
| BAR 9772-9773 | | |
| BAR 9775-9777 | | |
| BAR 9780 | | |
| BAR 9783 | | |
| BAR 9785-9793 | | |
| GRN 8050-8057 | 48 | XM |
| GRN 8059-8084 | | |
| GRN 8086-8099 | | |
| KCS 755478 | 2 | XM |
| KCS 755486 | | |
| MR 7222-7225 | 4 | XM |
| MTW 4400-4419 | 199 | XM |
| MTW 4421-4599 | | |
| NLG 5401 | 194 | XM |
| NLG 5403-5425 | | |
| NLG 5427-5430 | | |
| NLG 5432-5473 | | |
| NLG 5475-5481 | | |
| NLG 5483-5532 | | |
| NLG 5534-5550 | | |
| NLG 7180-7229 | | |
| Subtotal: | 657 | |

**1976 SERIES 1 ETC SERIES TRUST**
**Filed Under I.C.C. Recordation No. 8457**
**on August 27, 1976**

| LESSEE/SUBLESSEE EQUIPMENT NO. | NUMBER OF CARS | TYPE OF CAR | (SUB)LEASE DATE | RECORDATION NUMBER | DATE FILED |
|---|---|---|---|---|---|
| Apalachicola Northern Railroad Company | | | | | |
| AN 2051-2061<br>AN 2063-2100<br>AN 2102-2150 | 98 | XM | 10-15-84 | 14594 | 3-13-85 |
| Escanaba & Lake Superior Railroad Company | | | | | |
| ELS 9000-9006<br>ELS 9008-9049 | 49 | XM | 12-22-76 | 8653 | 1-10-77 |
| Greenville & Nothern Railroad Company | | | | | |
| GRN 8000-8049 | 50 | XM | 8-6-76 | 9102 | 11-25-77 |
| Lake Erie, Franklin & Clarion Railroad Company | | | | | |
| LEF 1040-1049 | 10 | XM | 1-3-77 | 8668-A | 2-10-77 |
| Minnesota, Dakota & Western Railroad Company | | | | | |
| MDW 9000-9040<br>MDW 9042-9075<br>MDW 9077-9098 | 98 | XM | 7-26-78 | 10129 | 2-22-79 |
| McCloud River Railroad Company | | | | | |
| MR 8000-8049 | 50 | XM | 4-20-83 | 14029 | 5-27-83 |
| Subtotal: | 355 | | | | |

**1977 SERIES 1 ETC SERIES TRUST**
**Filed Under I.C.C. Recordation No. 8673**
**on January 24, 1977**

| LESSEE/SUBLESSEE EQUIPMENT NO. | NUMBER OF CARS | TYPE OF CAR | (SUB)LEASE DATE | RECORDATION NUMBER | DATE FILED |
|---|---|---|---|---|---|
| Apalachicola Northern Railroad Company | | | | | |
| AN 2151-2201 | 51 | XM | 10-15-84 | 14594 | 3-13-85 |
| Cadiz Railroad Company | | | | | |
| CAD 1001 - 1002 | 46 | XM | 11-10-76 | 8654 | 1-10-77 |
| CAD 1005 | | | | | |
| CAD 1007 - 1008 | | | | | |
| CAD 1013 - 1014 | | | | | |
| CAD 1016-1019 | | | | | |
| CAD 1024 | | | | | |
| CAD 1030-1033 | | | | | |
| CAD 1035 | | | | | |
| CAD 1043-1045 | | | | | |
| CAD 1048-1049 | | | | | |
| CAD 1051 | | | | | |
| CAD 1055 | | | | | |
| CAD 1057-1060 | | | | | |
| CAD 1063 | | | | | |
| CAD 1065-1069 | | | | | |
| CAD 1075-1078 | | | | | |
| CAD 1080 | | | | | |
| CAD 1083 - 1084 | | | | | |
| CAD 1086 | | | | | |
| CAD 1088 | | | | | |
| CAD 1092-1094 | | | | | |
| Subtotal: | 97 | | | | |

**1977 SERIES 2 ETC SERIES TRUST**
**Filed Under I.C.C. Recordation No. 8781**
**on April 14, 1977**

| LESSEE/SUBLESSEE EQUIPMENT NO. | | NUMBER OF CARS | TYPE OF CAR | (SUB)LEASE DATE | RECORDATION NUMBER | DATE FILED |
|---|---|---|---|---|---|---|
| Apalachicola Northern Railroad Company | | | | | | |
| AN | 2001-2050 | 50 | XM | 10-15-84 | 14594 | 3-13-85 |
| City of Prineville Railway Company | | | | | | |
| COP | 7001-7003 | 78 | XM | 4-26-77 | 8896-E | 10-17-83 |
| COP | 7013 | | | | | |
| COP | 7019-7020 | | | | | |
| COP | 7027 | | | | | |
| COP | 7030 | | | | | |
| COP | 7042-7043 | | | | | |
| COP | 7048 | | | | | |
| COP | 7051 | | | | | |
| COP | 7055 | | | | | |
| COP | 7057 | | | | | |
| COP | 7060-7062 | | | | | |
| COP | 7067-7068 | | | | | |
| COP | 7070-7071 | | | | | |
| COP | 7073-7074 | | | | | |
| COP | 7076 | | | | | |
| COP | 7079-7081 | | | | | |
| COP | 7083 | | | | | |
| COP | 7085-7087 | | | | | |
| COP | 7089 | | | | | |
| COP | 7092-7093 | | | | | |
| COP | 7095 | | | | | |
| COP | 7099 | | | | | |
| COP | 7101-7102 | | | | | |
| COP | 7104 | | | | | |
| COP | 7106 | | | | | |
| COP | 7111 | | | | | |
| COP | 7122-7125 | | | | | |
| COP | 7127-7130 | | | | | |
| COP | 7132 | | | | | |
| COP | 7135 | | | | | |
| COP | 7137-7139 | | | | | |
| COP | 7143 | | | | | |
| COP | 7145-7146 | | | | | |
| COP | 7148 | | | | | |
| COP | 7151-7157 | | | | | |
| COP | 7159-7160 | | | | | |
| COP | 7167-7168 | | | | | |
| COP | 7177-7178 | | | | | |
| COP | 7181 | | | | | |

**1977 SERIES 2 ETC SERIES TRUST**
**Filed Under I.C.C. Recordation No. 8781**
**on April 14, 1977**

| LESSEE/SUBLESSEE EQUIPMENT NO. | NUMBER OF CARS | TYPE OF CAR | (SUB)LEASE DATE | RECORDATION NUMBER | DATE FILED |
|---|---|---|---|---|---|
| COP 7183-7184 | | | | | |
| COP 7193-7194 | | | | | |
| COP 7199-7200 | | | | | |
| McCloud River Railroad Company | | | | | |
| MR 2000 | 341 | XM | 4-20-77 | 8819 | 5-11-77 |
| MR 2003 | | | | | |
| MR 2005 | | | | | |
| MR 2009 | | | | | |
| MR 2013-2014 | | | | | |
| MR 2016 | | | | | |
| MR 2019 | | | | | |
| MR 2022-2027 | | | | | |
| MR 2030 | | | | | |
| MR 2033-2035 | | | | | |
| MR 2038-2039 | | | | | |
| MR 2042 | | | | | |
| MR 2048-2049 | | | | | |
| MR 2053 | | | | | |
| MR 2055-2056 | | | | | |
| MR 2058 | | | | | |
| MR 2062 | | | | | |
| MR 2064 | | | | | |
| MR 2066 | | | | | |
| MR 2069 | | | | | |
| MR 2074 | | | | | |
| MR 2080 | | | | | |
| MR 2083-2088 | | | | | |
| MR 2095-2098 | | | | | |
| MR 2101 | | | | | |
| MR 2103 | | | | | |
| MR 2111-2112 | | | | | |
| MR 2115-2116 | | | | | |
| MR 2124 | | | | | |
| MR 2128 | | | | | |
| MR 2138 | | | | | |
| MR 2151 | | | | | |
| MR 2153 | | | | | |
| MR 2164 | | | | | |
| MR 2171-2172 | | | | | |
| MR 2180 | | | | | |
| MR 2184 | | | | | |
| MR 2191 | | | | | |
| MR 2198 | | | | | |

**1977 SERIES 2 ETC SERIES TRUST**
**Filed Under I.C.C. Recordation No. 8781**
**on April 14, 1977**

| LESSEE/SUBLESSEE EQUIPMENT NO. | | NUMBER OF CARS | TYPE OF CAR | (SUB)LEASE DATE | RECORDATION NUMBER | DATE FILED |
|---|---|---|---|---|---|---|
| MR | 2200 | | | | | |
| MR | 2203-2205 | | | | | |
| MR | 2209-2210 | | | | | |
| MR | 2212-2213 | | | | | |
| MR | 2221 | | | | | |
| MR | 2223 | | | | | |
| MR | 2228-2232 | | | | | |
| MR | 2234-2236 | | | | | |
| MR | 2240-2244 | | | | | |
| MR | 2249 | | | | | |
| MR | 2251-2252 | | | | | |
| MR | 2254 | | | | | |
| MR | 2262 | | | | | |
| MR | 2265 | | | | | |
| MR | 2269-2272 | | | | | |
| MR | 2274-2277 | | | | | |
| MR | 2280 | | | | | |
| MR | 2284-2285 | | | | | |
| MR | 2288 | | | | | |
| MR | 2290 | | | | | |
| MR | 2292-2293 | | | | | |
| MR | 2296 | | | | | |
| MR | 2300-2301 | | | | | |
| MR | 2304-2305 | | | | | |
| MR | 2307 | | | | | |
| MR | 2312-2315 | | | | | |
| MR | 2317 | | | | | |
| MR | 2319-2320 | | | | | |
| MR | 2322 | | | | | |
| MR | 2324 | | | | | |
| MR | 2333 | | | | | |
| MR | 2335 | | | | | |
| MR | 2337-2338 | | | | | |
| MR | 2341-2343 | | | | | |
| MR | 2347-2348 | | | | | |
| MR | 2353 | | | | | |
| MR | 2356-2357 | | | | | |
| MR | 2361 | | | | | |
| MR | 2368 | | | | | |
| MR | 2372 | | | | | |
| MR | 2374 | | | | | |
| MR | 2376 | | | | | |
| MR | 2378 | | | | | |
| MR | 2388-2389 | | | | | |
| MR | 2391 | | | | | |
| MR | 2396 | | | | | |
| MR | 2397 | | | | | |

**1977 SERIES 2 ETC SERIES TRUST**
**Filed Under I.C.C. Recordation No. 8781**
**on April 14, 1977**

| LESSEE/SUBLESSEE EQUIPMENT NO. | | NUMBER OF CARS | TYPE OF CAR | (SUB)LEASE DATE | RECORDATION NUMBER | DATE FILED |
|---|---|---|---|---|---|---|
| MR | 7001-7003 | | | 9-23-83 | 14569 | 9-23-83 |
| MR | 7006 | | | | | |
| MR | 7009 | | | | | |
| MR | 7011 | | | | | |
| MR | 7013-7017 | | | | | |
| MR | 7025-7039 | | | | | |
| MR | 7075-7080 | | | | | |
| MR | 7135-7152 | | | | | |
| MR | 7226-7275 | | | 4-20-77 | 8819 | 5-11-77 |
| MR | 11000-11068 | | | | | |
| MR | 11070-11073 | | | | | |
| MR | 11075-11083 | | | | | |
| MR | 11085-11099 | | | | | |
| Natchez Trace Railroad | | | | | | |
| NTR | 7005 | 70 | XM | 2-18-82 (from Kyle) | 13666 | 6-17-82 |
| NTR | 7007 | | | | | |
| NTR | 7009-7010 | | | | | |
| NTR | 7012 | | | | | |
| NTR | 7015 | | | | | |
| NTR | 7017 | | | | | |
| NTR | 7021-7024 | | | | | |
| NTR | 7026 | | | | | |
| NTR | 7028 | | | | | |
| NTR | 7035-7038 | | | | | |
| NTR | 7040-7041 | | | | | |
| NTR | 7046-7047 | | | | | |
| NTR | 7050 | | | | | |
| NTR | 7052-7053 | | | | | |
| NTR | 7058 | | | | | |
| NTR | 7064-7065 | | | | | |
| NTR | 7069 | | | | | |
| NTR | 7072 | | | | | |
| NTR | 7077-7078 | | | | | |
| NTR | 7082 | | | | | |
| NTR | 7088 | | | | | |
| NTR | 7090-7091 | | | | | |
| NTR | 7094 | | | | | |
| NTR | 7098 | | | | | |
| NTR | 7100 | | | | | |
| NTR | 7108 | | | | | |
| NTR | 7110 | | | | | |
| NTR | 7112 | | | | | |

**1977 SERIES 2 ETC SERIES TRUST**
**Filed Under I.C.C. Recordation No. 8781**
**on April 14, 1977**

| LESSEE/SUBLESSEE EQUIPMENT NO. | NUMBER OF CARS | TYPE OF CAR | (SUB)LEASE DATE | RECORDATION NUMBER | DATE FILED |
|---|---|---|---|---|---|
| NTR 7115-7116 | | | | | |
| NTR 7119-7120 | | | | | |
| NTR 7126 | | | | | |
| NTR 7133-7134 | | | | | |
| NTR 7136 | | | | | |
| NTR 7140-7141 | | | | | |
| NTR 7144 | | | | | |
| NTR 7147 | | | | | |
| NTR 7149 | | | | | |
| NTR 7162-7166 | | | | | |
| NTR 7169 | | | | | |
| NTR 7173 | | | | | |
| NTR 7175-7176 | | | | | |
| NTR 7180 | | | | | |
| NTR 7182 | | | | | |
| NTR 7188 | | | | | |
| NTR 7190-7192 | | | | | |
| NTR 7195 | | | | | |
| Port Huron & Detroit Railroad Company | | | | | |
| PHD 1000-1019 | 95 | XM | 2-22-77 | 8799 | 4-27-77 |
| PHD 1021-1044 | | | | | |
| PHD 1046 | | | | | |
| PHD 1048-1066 | | | | | |
| PHD 1068-1086 | | | | | |
| PHD 1088-1099 | | | | | |
| Sierra Railroad Company | | | | | |
| SERA 4500-4599 | 100 | XM | 8-29-80 | 8819-N | 9-16-80 |
| Sabine River & Northern Railroad Company | | | | | |
| SRN 5451-5499 | 49 | XM | 10-19-84 | 14165 | 12-3-84 |
| Terminal Railway of Alabama | | | | | |
| TASD 77001-77066 | 108 | XM | 4-4-77 | 8797 | 4-27-77 |
| TASD 77068-77107 | | | | | |
| TASD 77109-77110 | | | | | |
| Subtotal: | 891 | | | | |

**1978 SERIES 1 ETC SERIES TRUST**
**Filed Under I.C.C. Recordation No. 9290**
**on March 21, 1978**

| LESSEE/SUBLESSEE EQUIPMENT NO. | | NUMBER OF CARS | TYPE OF CAR | (SUB)LEASE DATE | RECORDATION NUMBER | DATE FILED |
|---|---|---|---|---|---|---|
| Apalachicola Northern Railroad Company | | | | | | |
| AN | 5200-5204 | 192 | XM | 1-25-77 | 8796 | 4-27-77 |
| AN | 5206-5260 | | | | | |
| AN | 5262-5272 | | | | | |
| AN | 5274-5293 | | | | | |
| AN | 5295-5296 | | | | | |
| AN | 5298-5319 | | | | | |
| AN | 5321-5329 | | | | | |
| AN | 5331-5376 | | | | | |
| AN | 5378-5399 | | | | | |
| Meridian & Bigbee Railroad Company | | | | | | |
| MB | 4000-4005 | 6 | XM | 6-1-77 | 9072 | 11-10-77 |
| Marinette, Tomahawk & Western Railroad Company | | | | | | |
| MTW | 8000-8027 | 48 | XM | 12-23-77 | 9406 | 5-26-78 |
| MTW | 8029-8048 | | | | | |
| North Louisiana & Gulf Railroad Company | | | | | | |
| NLG | 5001-5015 | 98 | XM | 7-21-77 | 9073 | 11-10-77 |
| NLG | 5017-5034 | | | | | |
| NLG | 5036-5100 | | | | | |
| Terminal Railway of Alabama | | | | | | |
| TASD | 78601-78641 | 98 | XM | 4-4-77 | 8797 | 4-27-77 |
| TASD | 78643-78683 | | | | | |
| TASD | 78685-78700 | | | | | |
| Subtotal: | | 442 | | | | |

**1978 SERIES 4 ETC SERIES TRUST**
**Filed Under I.C.C. Recordation No. 9929**
**on December 21, 1978**

| LESSEE/SUBLESSEE EQUIPMENT NO. | NUMBER OF CARS | TYPE OF CAR | (SUB)LEASE DATE | RECORDATION NUMBER | DATE FILED |
|---|---|---|---|---|---|
| Arkansas & Louisiana Missouri Railroad Company | | | | | |
| ALM 1150-1159 | 87 | XM | 6-14-77 | 9049 | 10-21-77 |
| ALM 1161-1163 | | | | | |
| ALM 1165-1187 | | | | | |
| ALM 1189-1220 | | | | | |
| ALM 1223-1227 | | | | | |
| ALM 1229 | | | | | |
| ALM 1231-1249 | | | | | |
| Atlanta & St. Andrews Bay Railway Company | | | | | |
| ASAB 8102 | 48 | XM | 5-5-78 | 9703 | 9-22-78 |
| ASAB 8109 | | | | | |
| ASAB 8114-8115 | | | | | |
| ASAB 8142-8144 | | | | | |
| ASAB 8150-8153 | | | | | |
| ASAB 8155-8157 | | | | | |
| ASAB 8159-8168 | | | | | |
| ASAB 8170-8174 | | | | | |
| ASAB 8176 | | | | | |
| ASAB 8178-8179 | | | | | |
| ASAB 8182-8184 | | | | | |
| ASAB 8186-8188 | | | | | |
| ASAB 8190 | | | | | |
| ASAB 8192-8201 | | | | | |
| Bangor & Aroostook Railroad Company | | | | | |
| BAR 9719-9720 | 75 | XM | 6-18-86 | 14986 | 6-23-86 |
| BAR 9724 | | | | | |
| BAR 9726 | | | | | |
| BAR 9728 | | | | | |
| BAR 9733-9735 | | | | | |
| BAR 9739 | | | | | |
| BAR 9746-9747 | | | | | |
| BAR 9749 | | | | | |
| BAR 9752 | | | | | |
| BAR 9754 | | | | | |
| BAR 9756-9759 | | | | | |
| BAR 9764-9765 | | | | | |
| BAR 9767 | | | | | |
| BAR 9771 | | | | | |
| BAR 9774 | | | | | |

**1978 SERIES 4 ETC SERIES TRUST**
**Filed Under I.C.C. Recordation No. 9929**
**on December 21, 1978**

| LESSEE/SUBLESSEE EQUIPMENT NO. | NUMBER OF CARS | TYPE OF CAR | (SUB)LEASE DATE | RECORDATION NUMBER | DATE FILED |
|---|---|---|---|---|---|
| BAR 9778-9779 | | | | | |
| BAR 9781-9782 | | | | | |
| BAR 9784 | | | | | |
| BAR 9721-9723 | | | | | |
| BAR 9725 | | | | | |
| BAR 9727 | | | | | |
| BAR 9729-9732 | | | | | |
| BAR 9736-9738 | | | | | |
| BAR 9740-9745 | | | | | |
| BAR 9748 | | | | | |
| BAR 9750-9751 | | | | | |
| BAR 9753 | | | | | |
| BAR 9755 | | | | | |
| BAR 9760-9763 | | | | | |
| BAR 9766 | | | | | |
| BAR 9768-9770 | | | | | |
| BAR 9772-9773 | | | | | |
| BAR 9775-9777 | | | | | |
| BAR 9780 | | | | | |
| BAR 9783 | | | | | |
| BAR 9785-9793 | | | | | |
| Greenville & Northern Railroad Company | | | | | |
| GRN 8050-8057 | 48 | XM | 8-6-76 | 9102 | 11-25-77 |
| GRN 8059-8084 | | | | | |
| GRN 8086-8099 | | | | | |
| Kansas City Southern Railway Company | | | | | |
| KCS 755478 | 2 | XM | 7-17-85 | 14785 | 9-11-85 |
| KCS 755486 | | | | | |
| McCloud River Railroad Company | | | | | |
| MR 7222-7225 | 4 | XM | 4-20-83 | 14029 | 5-27-83 |
| Marinette, Tomahawk & Western Railroad Company | | | | | |
| MTW 4400-4419 | 199 | XM | 12-23-77 | 9406 | 5-26-78 |
| MTW 4421-4599 | | | | | |

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**Filed Under I.C.C. Recordation No. 9929**
**on December 21, 1978**

| LESSEE/SUBLESSEE EQUIPMENT NO. | NUMBER OF CARS | TYPE OF CAR | (SUB)LEASE DATE | RECORDATION NUMBER | DATE FILED |
|---|---|---|---|---|---|
| North Louisiana & Gulf Railroad Company | | | | | |
| NLG 5401 | 194 | XM | 7-21-77 | 9073 | 11-10-77 |
| NLG 5403-5425 | | | | | |
| NLG 5427-5430 | | | | | |
| NLG 5432-5473 | | | | | |
| NLG 5475-5481 | | | | | |
| NLG 5483-5532 | | | | | |
| NLG 5534-5550 | | | | | |
| NLG 7180-7229 | | | 9-24-84 | 14774 | 8-19-85 |
| Subtotal: | 657 | | | | |

## CERTIFICATE OF COMPARISON

STATE OF CALIFORNIA )
) ss.
CITY AND COUNTY OF SAN FRANCISCO )

I, Josie Villaflores, a Notary Public in and for the City and County of San Francisco, California, do hereby certify that I have compared the copy of the attached RELEASE AND ASSIGNMENT OF COLLATERAL AND TERMINATION OF 1976 SERIES 1 AMENDED ETC SERIES TRUST, 1977 SERIES 1 AMENDED ETC SERIES TRUST, 1977 SERIES 2 AMENDED ETC SERIES TRUST, 1978 SERIES 1 AMENDED ETC SERIES TRUST AND 1978 SERIES 4 AMENDED ETC SERIES TRUST with the original document and that it is a true and correct copy in all respects.

Executed on the 29th day of September, 1986, in San Francisco, California.

OFFICIAL SEAL
JOSIE VILLAFLORES
NOTARY PUBLIC - CALIFORNIA
SAN FRANCISCO COUNTY
My comm. expires MAR 27, 1987

Josie Villaflores
Notary Public