

Earl C. Opperthäuser
Vice President & General Counsel

John C. Danielson
General Attorney

Dennis W. Krakow
Senior Trial Attorney

Robert I. Schellig, Jr.
Trial Attorney

John A. Ponitz
Trial Attorney

Mary P. Sclawy
Senior Attorney

Kevin M. Stanko
Attorney

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Grand Trunk Western Railroad Co.

Law Department

131 West Lafayette Blvd.
Detroit, Michigan 48226

(313) 237-4357

July 1, 1985
File: 352-Sep.

RECORDATION NO. 5811-C Filed & Recorded

JUL 12 1985 2-45 PM

INTERSTATE COMMERCE COMMISSION

Office of the Secretary
Applications and Fees Unit
Room B-213
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

RE: Recordation No. 5811

Dear Sir:

Enclosed for recordation pursuant to Section 11303 of the Interstate Commerce Act are counterparts of a Partial Release of Railroad Equipment. The equipment being released is one only SD-40 diesel electric locomotive numbered GTW 5925.

A conditional sale agreement (CSA) regarding this locomotive and other equipment, dated as of August 1, 1970, was filed with the Commission on August 25, 1970, and assigned No. 5811.

The locomotive and other equipment were leased pursuant to a lease dated as of August 1, 1970 (Lease), which was also filed with the Commission on August 25, 1970, and assigned No. 5811B.

The CSA and Lease were both assigned as security pursuant to an agreement and assignment and a collateral of lease and agreement, respectively, both dated as of August 1, 1970, and filed with the Commission on August 25, 1970, as Nos. 5811 & 5811-A, respectively.

The parties to those agreements, from which GTW 5925 is now released, are:

Vendor and Agent:

The First Pennsylvania Banking
and Trust Company
15th & Chestnut Streets
Philadelphia, PA 19101

TOO CHIEF OF
THE STORER
JUL 12 2 41 PM '85
MOTOR OPERATING UNIT

Handwritten: This one will be 5811-C

Handwritten signature: Mike Farrell

Office of the Secretary
Applications and Fees Unit
Room B-213
Interstate Commerce Commission
July 1, 1985 -- Page Two

Vendee and Lessor: C.I.T. Corporation
135 West 50th Street
New York, New York 10020

Lessee: Grand Trunk Western Railroad Company
131 West Lafayette Boulevard
Detroit, Michigan 48226

Also enclosed is a check for \$10.00 as the recordation fee for this secondary document.

Please accept one set of counterparts of the Partial Release for recordation, stamp the remaining sets with your recordation number and return them with your fee receipt to the delivering courier.

Sincerely,



Mary P. Sclawy
Senior Attorney

MPS:bjm
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

7/15/85

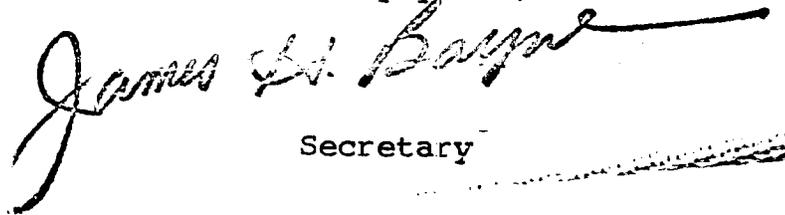
OFFICE OF THE SECRETARY

Mary E. Sclawy:)
Senior Attorney
Grand Trunk Western Railroad Co.
131 West Lafayette Blvd
Detroit, Michigan 48226

Dear Ms. Sclawy:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/12/85 at 2:45pm and assigned re-
recording number(s). 5811-C

Sincerely yours,


Secretary

Enclosure(s)

5811

RECORDATION NO. 5811-C Filed & Recorded
MAR 12 1985 2-45 PM
INTERSTATE COMMERCE COMMISSION

PARTIAL RELEASE OF RAILROAD EQUIPMENT

R E C I T A L S :

1. General Motors Corporation and C.I.T. Corporation (CIT) entered into a conditional sale agreement dated as of April 1, 1970 (CSA) for the purchase of 9 SD-40 diesel electric locomotives (Locomotives).
2. General Motors Corporation assigned its interest in the CSA to The First Pennsylvania Banking and Trust Company (Agent) pursuant to an agreement and assignment dated as of August 1, 1970 (Assignment).
3. CIT leased the Locomotives to Great Trunk Western Railroad Company (GT) pursuant to a lease dated as of August 1, 1970 (Lease).
4. CIT assigned its interest in the Lease to Agent pursuant to a collateral assignment of lease and assignment dated as of August 1, 1970 (Lease Assignment).
5. The CSA, Assignment, Lease and Lease Assignment were recorded with the Interstate Commerce Commission on August 25, 1970, and assigned recordation numbers 5811, 5811C, 5811B and 5811E, respectively.
6. GT wishes to purchase Locomotive and CIT and Agent are agreeable to such purchase.

NOW THEREFORE, for and valuable consideration, the receipt of which is hereby acknowledged, CIT and The First Pennsylvania Banking and Trust Company, as agent, hereby release all right, title and interest in and to one and only one SD-40 diesel electric locomotive numbered GTW 5925.

IN WITNESS WHEREOF the undersigned have executed this

ST
COU
appears
known
President
forego
that
corporation
acknowledges
the freedom

partial release of railroad equipment on July 2, 1985.

C.I.T. CORPORATION

ATTEST: J. Gle
Its Assistant Secretary

By: [Signature]
Its: Senior Vice President

THE FIRST PENNSYLVANIA BANKING
AND TRUST COMPANY

ATTEST: _____
Its _____

By: _____
Its: _____

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 2nd day of July, 1985, before me personally appeared H. A. Merrick, to me personally Senior known, who, being by me duly sworn, says that she/he is a Vice President of C.I.T. CORPORATION, that the seal 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 she/he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Ira Finkelson

Notary Public
IRA FINKELSON
Notary Public, State of New York
No. 60-C297225
Qualified in Westchester County
Commission Expires March 30, 1986

COMMONWEALTH OF PENNSYLVANIA)
) ss.:
COUNTY OF PHILADELPHIA)

On this _____ day of July, 1985, before me personally appeared _____, to me personally known, who, being by me duly sworn, says that she/he is a Vice President of THE FIRST PENNSYLVANIA BANKING AND TRUST COMPANY, 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 she/he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

PARTIAL RELEASE OF RAILROAD EQUIPMENT

R E C I T A L S :

1. General Motors Corporation and C.I.T. Corporation (CIT) entered into a conditional sale agreement dated as of April 1, 1970 (CSA) for the purchase of 9 SD-40 diesel electric locomotives (Locomotives).
2. General Motors Corporation assigned its interest in the CSA to The First Pennsylvania Banking and Trust Company (Agent) pursuant to an agreement and assignment dated as of August 1, 1970 (Assignment).
3. CIT leased the Locomotives to Grand Trunk Western Railroad Company (GT) pursuant to a lease dated as of August 1, 1970 (Lease).
4. CIT assigned its interest in the Lease to Agent pursuant to a collateral assignment of lease and assignment dated as of August 1, 1970 (Lease Assignment).
5. The CSA, Assignment, Lease and Lease Assignment were recorded with the Interstate Commerce Commission on August 25, 1970, and assigned recordation numbers 5811, 5811C, 5811B and 5811E, respectively.
6. GT wishes to purchase one Locomotive and CIT and Agent are agreeable to such purchase.

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, CIT and The First Pennsylvania Banking and Trust Company, as agent, hereby release all right, title and interest in and to one and only one SD-40 diesel electric locomotive, numbered GTW 5925.

IN WITNESS WHEREOF, the undersigned have executed this

COMMONWEALTH OF PENNSYLVANIA)
) ss.:
COUNTY OF PHILADELPHIA)

On this 24th day of July, 1985, before me personally appeared Thomas W. Miller, to me personally known, who, being by me duly sworn, says that ~~she~~^{he} is a Vice President of THE FIRST PENNSYLVANIA BANKING AND TRUST COMPANY, 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 ~~she~~^{he} acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lynne N. McCorry

Notary Public

LYNNE N. McCORRY
Notary Public, Phila., Phila. Co.
My Commission Expires May 5, 1986