

RECORDATION NO. 12320-D  
Filed 10/25

MAR 11 1983 12 05 PM

INTERSTATE COMMERCE COMMISSION CRAVATH, SWAINE & MOORE

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No. MAR 11 1983  
Date.....  
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ICC Washington, D. C.

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March 10, 1983

Release and Termination Agreement  
Dated as of February 14, 1983  
Amending Car Lease Agreement--Recordation No. 12320

Dear Ms. Mergenovich:

Pursuant to 49 U.S.C. § 11303 and the Commission's rules and regulations thereunder, as amended, I enclose herewith on behalf of Missouri-Kansas-Texas Railroad Company for filing and recordation counterparts of the following document:

Release and Termination Agreement dated as of February 14, 1983, executed by Southwestern States Management Co., as Lessor, and Missouri-Kansas-Texas Railroad Company, as Lessee.

The Release and Termination Agreement cancels and terminates the Car Lease Agreement dated as of October 16, 1980, covering one hundred (100) 100-ton 4,750 cu.ft. covered triple hopper cars bearing the Railroad's road numbers MKT 4300 through MKT 4399, both inclusive, filed with the Interstate Commerce Commission on October 17, 1980, Recordation Number 12320. The Car Lease Agreement was amended by Amendment No. 1 dated as of October 16, 1980, and was filed with the Interstate Commerce Commission on April 20, 1981, Recordation Number 12320-B.

Please file and record the Release and Termination Agreement submitted with this letter and assign it Recordation Number 12320-D

This one is  
12320-D

Enclosed is a check for \$10.00 payable to the Interstate Commerce Commission for the recordation fee for the Release and Termination Agreement.

Please stamp all counterparts of the enclosed document with your official recordation stamp. You will wish to retain one copy of the instrument and this transmittal letter for your files. It is requested that the remaining counterparts of the document be delivered to the bearer of this letter.

Very truly yours,

*Laurance V. Goodrich*  
Laurance V. Goodrich  
as Agent for  
Missouri-Kansas-Texas  
Railroad Company

Agatha L. Mergenovich, Secretary,  
Interstate Commerce Commission,  
Washington, D. C. 20423

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## INTERSTATE COMMERCE COMMISSION

## RELEASE AND TERMINATION AGREEMENT

WHEREAS, SOUTHWESTERN STATES MANAGEMENT CO., a Missouri corporation, as Lessor (hereinafter called "Lessor"), did execute and enter into that certain Car Lease Agreement with MISSOURI-KANSAS-TEXAS RAILROAD COMPANY, a Delaware corporation, as Lessee (hereinafter called "Lessee"), dated as of the 16th day of October, 1980, pursuant to which the Lessee leased from Lessor, for the term and subject to the terms and provisions stated therein, One Hundred (100) 100-ton 4,750 cu. ft. covered triple hopper cars, as more fully described therein; and

WHEREAS, said Car Lease Agreement was filed with the Interstate Commerce Commission on October 17, 1980, and assigned Recordation No. 12320; and

WHEREAS, said Car Lease Agreement was subsequently amended by Amendment No. 1 to Car Lease Agreement dated as of October 16, 1980, whereby Lessee was given an option to purchase said cars, as more fully set forth therein, which amendment was duly filed with the Interstate Commerce Commission on April 20, 1981, and assigned Recordation No. 12320-B; and

WHEREAS, said Car Lease Agreement was amended by the parties effective as of May 31, 1981, in order to delete from the terms and provisions thereof seventeen (17) cars bearing recording marks and numbers MKT-4300 to MKT 4316, both inclusive, from the terms and provisions thereof; and

WHEREAS, the acquisition costs of said cars are being refinanced and it is deemed to be in the best interest of both parties to cancel and terminate said Car Lease Agreement, as amended, in its entirety, effective as of the date of execution hereof;

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) in hand paid to Lessor by Lessee, and other good and sufficient consideration, it is hereby agreed by and between the parties hereto that the Car Lease Agreement dated October 16, 1980, as amended, between SOUTHWESTERN STATES MANAGEMENT CO. and MISSOURI-KANSAS-TEXAS RAILROAD COMPANY be, and it is, hereby cancelled and terminated and neither party shall have any claim or claims against the other, except for any rights of Lessor pursuant to said Car Lease Agreement to be

indemnified and which rights are specifically stated to survive the termination of the Car Lease Agreement.

IN WITNESS WHEREOF, the parties have duly executed this Release and Termination Agreement as of the 14th day of February, 1983.

SOUTHWESTERN STATES MANAGEMENT CO.,  
Lessor

By: W. H. Zeidel  
Vice President

ATTEST:  
[Signature]  
Assistant Secretary

MISSOURI-KANSAS-TEXAS RAILROAD COMPANY,  
Lessee

By: [Signature]  
President

ATTEST:  
[Signature]  
Secretary

THE STATE OF TEXAS:

On this 9th day of February, 1983, before me personally appeared W. H. Zeidel, to me personally known, who, being by me duly sworn, says that he is Vice President of SOUTHWESTERN STATES MANAGEMENT CO., 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.

Betty Burge  
Betty Burge  
Notary Public in and for the State of  
Texas

My Commission expires: March 24, 1986.

THE STATE OF TEXAS:

On this 9th day of February, 1983, before me personally appeared  
H. L. Gastler, to me personally known, who, being by me duly  
sworn, says that he is President of MISSOURI-KANSAS-TEXAS RAILROAD 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 he acknowledged  
that the execution of the foregoing instrument was the free act and deed of  
said corporation.

  
Virginia A. Schoeneberger  
Notary Public in and for the State of  
Texas

My Commission expires: March 24, 1986.