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MAR 11 1983 - 2 05 PM

INTERSTATE COMMERCE COMMISSION GRAVATH, SWAINE & MOORE
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NEW YORK, N. Y. 10005

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No. 3-070A099
Date MAR 11 1983
Fee \$ 10.00
ICC Washington, D. C.

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Release Dated as of February 14, 1983
Amending Conditional Sale Agreement Filed Under
Under Recordation No. 12414

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 dated as of February 14, 1983, executed by Texas Commerce Bank National Association and Southwestern States Management Co.

The Release is a full release of the Conditional Sale Agreement dated as of October 30, 1980, covering one hundred (100) 100-ton 4,750 cu.ft. covered triple hopper cars bearing the Railroad's road numbers MKT 4400 through MKT 4499, both inclusive, filed and recorded with the Interstate Commerce Commission on November 17, 1980, Recordation Number 12414, and an Amendment dated as of November 20, 1981, filed and recorded with the Interstate Commerce Commission on November 4, 1981, Recordation Number 12414-C.

This one is
12414-D

Please file and record the Release submitted with this letter and assign it Recordation Number 12414-D.

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

Please stamp all counterparts of the enclosed documents with your official recording 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

Encls.

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RECORDATION NO. 12414-D
FILED 1426

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INTERSTATE COMMERCE COMMISSION

R E L E A S E

WHEREAS, TRINITY INDUSTRIES, INC., a Texas corporation (hereinafter called "Manufacturer"), and SOUTHWESTERN STATES MANAGEMENT CO., a Missouri corporation (hereinafter called "Company"), did execute and enter into that certain Conditional Sale Agreement dated as of October 30, 1980, whereby Manufacturer agreed to sell and Company agreed to buy one hundred (100) 100-ton 4,750 cu. ft. covered triple hopper cars; and

WHEREAS, said Conditional Sale Agreement was assigned by Manufacturer pursuant to Agreement and Assignment dated as of October 30, 1980, to TEXAS COMMERCE BANK NATIONAL ASSOCIATION (hereinafter called "Bank"); and

WHEREAS, said Conditional Sale Agreement was filed with the Interstate Commerce Commission on November 17, 1980, and assigned Recordation No. 12414; and

WHEREAS, said Conditional Sale Agreement was amended by Amendment to Conditional Sale Agreement and Agreement and Assignment entered into as of the 20th day of November, 1981, between Bank and Company, which Amendment was filed with the Interstate Commerce Commission on November 4, 1981, and assigned Recordation No. 12414-C; and

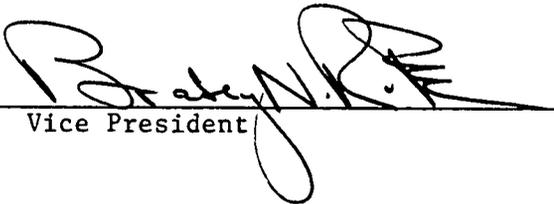
WHEREAS, the Company is refinancing the remaining unpaid balance of principal pursuant to the terms and provisions of a Conditional Sale Agreement by and between Southwestern States Management Co. and Missouri-Kansas-Texas Railroad Company, dated as of January 15, 1983, as assigned to MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY pursuant to Agreement and Assignment between Southwestern States Management Co. and Mercantile-Safe Deposit and Trust Company, as Agent, dated as of January 15, 1983; and

WHEREAS, all amounts due and owing Bank pursuant to the terms and provisions of said Conditional Sale Agreement and Agreement and Assignment to which it is a party have been paid in full and all indebtedness therein created fully satisfied by Agent, and Bank has or will execute and deliver its Bill of Sale to said Agent covering the aforesaid equipment;

NOW, THEREFORE, in consideration of premises, the mutual benefits of the parties, and the full payment and satisfaction of all amounts and indebtedness due or owing to Bank pursuant to the terms and provisions of that certain Conditional Sale Agreement between Trinity Industries, Inc. and Southwestern States Management Co., dated as of October 30, 1980, as assigned by Trinity Industries, Inc. to Texas Commerce Bank National Association by Agreement and Assignment dated as of October 30, 1980, Texas Commerce Bank National Association does hereby cancel and terminate said Conditional Sale Agreement and Agreement and Assignment and does hereby release Southwestern States Management Co., its successors and assigns, from any and all of the covenants, liabilities, and obligations set forth in said Conditional Sale Agreement, except those set forth in Section 14 and Section 15 thereof, and does hereby acknowledge the transfer of all of its right, title and property interest in and to the aforesaid equipment to Mercantile-Safe Deposit and Trust Company, as Agent.

IN WITNESS WHEREOF, the parties hereto have duly executed this Release as of the 10th day of February, 1983.

TEXAS COMMERCE BANK NATIONAL ASSOCIATION

By: 
Vice President

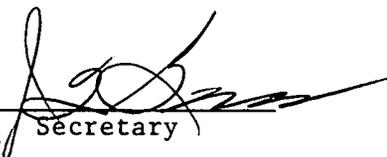
ATTEST:



SOUTHWESTERN STATES MANAGEMENT CO.

By: 
Vice President

ATTEST:


Assistant Secretary

THE STATE OF TEXAS:

On this 10th day of February, 1983, before me personally appeared Bradley N. Rife, to me personally known, who, being by me duly sworn, says that he is Vice President of TEXAS COMMERCE BANK NATIONAL ASSOCIATION, 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.

Nancy C. Creppon

Notary Public in and for the State of Texas

NANCY C. CREPPON
Notary Public, State of Texas

My Commission expires: _____.

My Commission Expires 12-2-85

THE STATE OF TEXAS:

On this 8th 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.

Virginia A. Schoeneberger

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

My Commission expires: March 24, 1986.