

BALL JANIK LLP

A T T O R N E Y S

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July 26, 1999

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed the original and one certified copy of the two documents described below, to be recorded pursuant to 49 U.S.C. § 11301.

The first document is a Release and Satisfaction of Conditional Sale Agreement, a secondary document, dated as of January 20, 1983. The primary document to which this is connected is recorded under Recordation Number 6767. We request that this document be recorded under Recordation Number 6767-A.

The name and address of the party to the Release and Satisfaction of Conditional Sale Agreement is:

Assignee:

Mercantile Trust Company National Association
1 Mercantile Tower
St. Louis, MO 63166

A description of the equipment covered by the Release and Satisfaction of Conditional Sale Agreement consists of six SW-1500 1500 horsepower diesel electric locomotives numbered TRRA 1512-1517, inclusive.

The second document is a Bill of Sale, a secondary document, dated as of January 20, 1983. The primary document to which this is connected is recorded under Recordation Number 6767. We request that this document be recorded under Recordation Number 6767-B.

The name and address of the party to the Bill of Sale is:

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Honorable Vernon A. Williams

July 29, 1999

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Seller:

Mercantile Trust Company National Association
1 Mercantile Tower
St. Louis, MO 63166

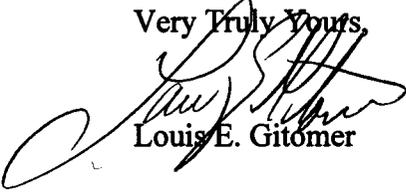
A description of the equipment covered by the Bill of Sale consists of six SW-1500 1500 horsepower diesel electric locomotives numbered TRRA 1512-1517, inclusive.

A fee of \$52.00 is enclosed. Please return the original of each document to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the documents to appear in the index follows: (1) a Release and Satisfaction of Conditional Sale Agreement by Mercantile Trust Company National Association, 1 Mercantile Tower, St. Louis, MO 63166, and (2) a Bill of Sale by Mercantile Trust Company National Association, 1 Mercantile Tower, St. Louis, MO 63166, both covering six SW-1500 1500 horsepower diesel electric locomotives numbered TRRA 1512-1517, inclusive.

Very Truly Yours,

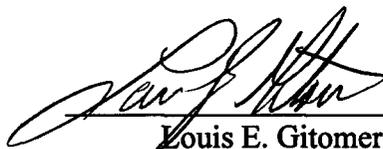


Louis E. Gitomer

Enclosures

CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy to the original Release and Satisfaction of Conditional Sale Agreement dated as of January 20, 1983, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



Louis E. Gitomer
July 26, 1999

RECORDATION NO. 6767-^A FILED
JUL 23 '99 3:10PM

RELEASE AND SATISFACTION OF CONDITIONAL SALE AGREEMENT

WHEREAS, by a certain Conditional Sale Agreement, dated October 1, 1972, by and between GENERAL MOTORS CORPORATION, a Delaware corporation, as "Seller", and TERMINAL RAILROAD ASSOCIATION OF ST. LOUIS, a Missouri corporation, as "Buyer", the Seller agreed to buy from the said Seller and to pay therefor, as set forth in said agreement, certain locomotives as follows:

Six (6) new 1500 horsepower Model SW-1500 Diesel Electric Switching Locomotives, as described in Builder's proposal No. 4617, dated July 11, 1972, Railroad's Purchase Order No. 112, bearing Buyer's Road Numbers 1512 to 1517, both inclusive;

and

WHEREAS, said General Motors Corporation, as "Manufacturer", and Mercantile Trust Company National Association, a Missouri corporation, as "Assignee", entered into an Agreement and Assignment, dated as of October 1, 1972, whereunder said Manufacturer did sell, assign, transfer and set over unto said Assignee all of the right, title and interest of the Manufacturer in and to said Conditional Sale Agreement above mentioned, and all of the rights, powers, privileges and immunities of the Manufacturer in and to the equipment as set forth therein; and

WHEREAS, said Conditional Sale Agreement and said Agreement and Assignment were filed and recorded as one document as follows:

In the office of the Interstate Commerce Commission on October 10, 1972, and recorded as Recordation Number 6767.

WHEREAS, all sums of money due and payable under the terms of said Conditional Sale Agreement have been paid in full and satisfied, and all obligations imposed upon the said Terminal Railroad Association of St. Louis under the terms and conditions set forth in said Conditional Sale Agreement have been compiled with and performed:

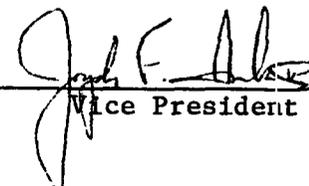
NOW, THEREFORE, the undersigned MERCANTILE TRUST COMPANY NATIONAL ASSOCIATION, a corporation organized and existing under the laws of the State of Missouri, being the assignee of all of the right, title and interest of the said General Motors Corporation in and to the six 1500 horsepower Model SW-1500 Diesel Electric Switching locomotives described in said Conditional Sale Agreement, hereinabove mentioned, together with all the rights in respect thereof as set forth in the above-mentioned Conditional Sale Agreement as applying to the seller thereunder as therein described, does hereby acknowledge full payment and satisfaction of all moneys payable under the terms of said Conditional Sale Agreement, and does hereby acknowledge the performance by Terminal Railroad Association of St. Louis of all of the covenants and agreements imposed upon said Terminal Railroad Association of St. Louis under the terms of said Conditional Sale Agreement, and does hereby forever release and discharge the said Conditional Sale Agreement, dated October 1, 1972.

IN WITNESS WHEREOF, the said Mercantile Trust Company National Association has caused this instrument, in two counterparts thereof, each of which shall be deemed to be an original, to be executed in its name and behalf by its duly authorized Vice President, and its corporate seal to be hereunto affixed, duly attested by its Secretary or an Assistant Secretary, as of the 20th day of January, 1983.

MERCANTILE TRUST COMPANY NATIONAL ASSOCIATION

ATTEST:


Secretary
J. Richard Skouby

By 
Vice President

