



# First Bank

First Bank Place  
601 Second Avenue South  
Minneapolis, MN 55402-4302

2-135F04C

May 13, 1992

RECORDATION NO. 7498-8  
MAY 14 1992 -3 55 PM  
INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 7498-C  
MAY 14 1992 -3 55 PM  
INTERSTATE COMMERCE COMMISSION

MAY 11 3 50 PM '92

Mrs. Mildred Lee  
Interstate Commerce Commission  
Room 2303  
12th and Constitution Avenue N.W.  
Washington, D.C. 20423

AIRBORNE EXPRESS

RE: Conditional Sale Agreement dated as of May 1, 1974 among General Motors Corporation and General Electric Company, as Manufacturers and New England Merchants National Bank, as Trustee/Vendee (Recordation Number 7498) and Agreement and Assignment, dated as of May 1, 1974 among the Manufacturers and Mercantile Safe Deposit and Trust Company, as Agent and Assignee (Recordation Number 7498-B).

AND

Lease Agreement dated as of May, 1, 1974 between New England Merchants National Bank, as Lessor and The Atchison, Topeka and Santa Fe Railway Company, as Lessee (Recordation Number 7498-A).

Dear Mrs. Lee:

I enclose two (2) executed and notarized originals of each of the following agreements for recordation:

(1) Termination Agreement dated as of May 8, 1992 by and between Mercantile Safe Deposit and Trust Company, as agent and the F.D.I.C as Receiver of Bank of New England (formerly called New England Merchants National Bank); and, *partial release*

(2) Assignment and Assumption Agreement between First Bank National Association, as Owner/Assignee and the FDIC as Receiver of the Bank of New England (formerly called New England Merchants National Bank).

I have also two checks, each in the amount of \$16.00 as our filing fee for each document. Please record these and return a file stamped copy of each to me in the enclosed self addressed sampled envelope. I can be reached at 612-973-0658 if you have any questions. Thank you.

Very truly yours,

*Bradley C. Gunstad*  
Bradley C. Gunstad

**Interstate Commerce Commission**  
Washington, D.C. 20423

5/15/92

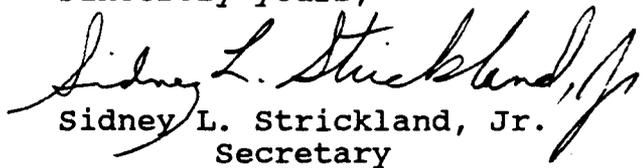
OFFICE OF THE SECRETARY

Bradley C. Gunstad  
First Bank  
102 Second Avenue South  
Minneapolis, MN 55402-4302

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 5/14/92 at 3:55pm, and assigned recordation number(s). 7498-C & 7498-D

Sincerely yours,

  
Sidney L. Strickland, Jr.  
Secretary

RECORDATION NO. 7498-b FILED 1992  
MAY 14 1992 - 3 55 PM  
INTERSTATE COMMERCE COMMISSION

### TERMINATION AGREEMENT

THIS TERMINATION AGREEMENT is dated as of May 8, 1992 by and between **MERCANTILE SAFE DEPOSIT AND TRUST COMPANY**, as agent (herein the "Agent") and **THE FEDERAL DEPOSIT INSURANCE CORPORATION ("FDIC") AS RECEIVER OF NEW BANK OF NEW ENGLAND, N.A. AND BANK OF NEW ENGLAND, N.A.**, not in its individual capacity but solely as trustee (herein the Trustee) under a Trust Agreement dated as of May 1, 1974 with **FIRST BANK NATIONAL ASSOCIATION**, as successor by assignment to American Road Equity Corporation, (herein the "Owner").

WHEREAS the Atchison, Topeka and Santa Fe Railway Company (the "Guarantor/lessee"), General Electric Company and General Motors Corporation (the "Manufacturers") and the Agent have entered into a Conditional Sale Agreement dated as of May 1, 1974 (the "CSA") regarding the purchase of various railroad locomotives (the "Units");

WHEREAS the Lessee and the Trustee have entered into a Lease of Railroad Equipment dated as of May 1, 1974 (the "Lease");

WHEREAS the Manufacturers, the Agent and the Trustee have entered into an Agreement and Assignment dated as of May 1, 1974 (the "Agreement and Assignment");

WHEREAS, the parties set forth above have entered into various amendments to the above agreements and various agreements ancillary to the agreements set forth above;

WHEREAS the CSA, the Agreement and Assignment and the Lease are collectively called the "Documents");

WHEREAS the Documents were filed with the Interstate Commerce Commission pursuant to 49 U.S.C. Section 11303 on May 3, 1974 at 3:15 p.m., recordation numbers 7498 through 7498-b.

WHEREAS the Owner has terminated the Trust Agreement and wishes to convey the title to the Units free and clear of the foregoing documents.

NOW THEREFORE, for \$1.00 and other good and valuable consideration, receipt of which is hereby acknowledged, the Agent and the Trustee, with due authority form the Owner, hereby Terminate, upon filing of this Agreement with the Interstate Commerce Commission, all of their right, title and interest in and to the Units.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their duly authorized officers.

**AGENT**

**MERCANTILE SAFE DEPOSIT AND TRUST COMPANY, AS AGENT**

BY: Robert D. Gamm

ITS: Corporate Trust Officer

DATE: 5-12-92

**TRUSTEE**

**FDIC AS RECEIVER OF NEW BANK OF NEW ENGLAND, N.A. AND BANK OF NEW ENGLAND, N.E., NOT IN ITS INDIVIDUAL CAPACITY BUT SOLELY AS SUCCESSOR TRUSTEE UNDER THE TRUST AGREEMENT**

BY: \_\_\_\_\_

ITS: \_\_\_\_\_

DATE: \_\_\_\_\_

STATE OF Maryland )  
 )

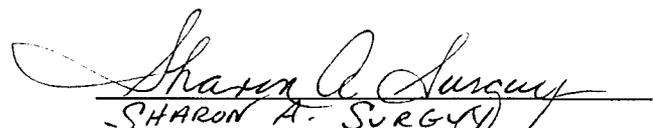
COUNTY OF Baltimore )

On this 12 day of MAY, 1992, before me personally came Robert D. Brown, to me known, who, being by me duly sworn, did depose and say that he is the Corporate Trust Officer of \_\_\_\_\_

~~SCANTILE-SAFE DEPOSIT AND TRUST COMPANY~~, a BANKING

corporation, and he acknowledged to me he executed the foregoing document on behalf of said corporation by order of its Board of Directors and that such document was the free act and deed of said corporation.

Witness my hand and official seal.

  
SHARON A. SURGUY  
Notary Public in and for said State

My commission expires:

8/24/94

NOW THEREFORE, for \$1.00 and other good and valuable consideration, receipt of which is hereby acknowledged, the Agent and the Trustee, with due authority from the Owner, hereby Terminate, upon filing of this Agreement with the Interstate Commerce Commission, all of their right, title and interest in and to the Units.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their duly authorized officers.

**AGENT**

**MERCANTILE SAFE DEPOSIT AND TRUST COMPANY, AS AGENT**

BY: \_\_\_\_\_

ITS: \_\_\_\_\_

DATE: \_\_\_\_\_

**TRUSTEE**

**FDIC AS RECEIVER OF NEW BANK OF NEW ENGLAND, N.A. AND BANK OF NEW ENGLAND, N.A., NOT IN ITS INDIVIDUAL CAPACITY BUT SOLELY AS SUCCESSOR TRUSTEE UNDER THE TRUST AGREEMENT**

BY:   
Gerald R. Wheeler

ITS: ATTORNEY-IN-FACT

DATE: MAY 11, 1992

STATE OF MASSACHUSETTS )

)

COUNTY OF NORFOLK )

On this 11 day of MAY, 1992, before me personally came Gerald R. Wheeler, to me known, who, being by me duly sworn, did depose and say that he is the ATTORNEY-IN-FACT of FDIC AS Receiver of NEW BANK OF NEW ENGLAND AND BANK OF NEW ENGLAND, a \_\_\_\_\_

corporation, and he acknowledged to me he executed the foregoing document on behalf of said corporation by order of its Board of Directors and that such document was the free act and deed of said corporation.

Witness my hand and official seal.

Ann Cappolletti

Notary Public in and for said State

My commission expires:

7/31/92