

# HOPKINS & SUTTER

(A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS)

1333 Brewery Park Boulevard, Suite 101, Detroit, MI 48207-2699  
Telephone 313.396.6600 Facsimile 313.396.6117

RECORDATION NO.

8490-F  
FILED 10/25

FEB 4 1997 - 9 50 AM

WITH OFFICES IN  
CHICAGO • WASHINGTON • DALLAS

Mary P. Sclawy  
Direct line: 313.396.6357

February 3, 1997

Secretary  
Surface Transportation Board  
Room 2215  
12th and Constitution Ave. N.W.  
Washington, DC 20423

Dear Secretary:

Enclosed for recordation pursuant to statute and 49 CFR 1177 are two counterparts of a Release, dated as of January 15, 1997 and executed by First Security Bank, N.A. (fka First Security Bank of Utah, N.A.) as Agent regarding a certain Conditional Sale Agreement, dated as of June 1, 1976 (the "CSA"), a Lease of Railroad Equipment, dated as of June 1, 1976 (the "Lease"), and an Assignment of Lease and Agreement (the "Assignment"), dated as of June 1, 1976. The units covered by the CSA, Lease and Assignment are 100-ton XP boxcars, 100-ton XL boxcars and 100-ton LO covered hoppers, bearing road numbers as shown on Schedule A, copy attached.

The CSA, Lease and Assignment were recorded on September 24, 1976 and assigned recordation numbers 8490, -B and -C, respectively

The parties to the documents are:

Vendor: Pullman Incorporated, predecessor in interest to First Security Bank, N.A.

Vendee/  
Lessor/ American Security and Trust Company, N.A., predecessor in interest to The Bank of New York

Owner-Trustee:

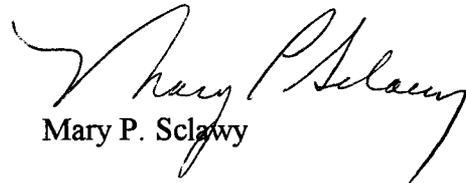
Trustor: Westinghouse Credit Corporation, predecessor in interest to Mellon Leasing Corporation, fka Mellon Financial Services Corporation #3

Lessee: Grand Trunk Western Railroad Company, predecessor in interest  
to Grand Trunk Western Railroad Incorporated

Enclosed is our check in the amount of \$22.

Please accept one counterpart of this document for filing, stamp the remaining  
counterpart with your recordation number and return it and the fee receipt to the  
undersigned.

Sincerely,



Mary P. Sclawy

C: John A. N. Lamont

CA 4582

## Schedule A

### FIRST GROUP OF BOXCARS

Rolling Stock Type: 100-ton boxcars built by Pullman Incorporated in 1976  
with AAR designation XP.

<u>#</u>	<u>Original Mark &amp; Number</u>		<u>Current Mark &amp; Number</u>		<u>Note</u>
1	GTW	375400	MDW	1800	
2	GTW	375401	MDW	1801	
3	GTW	375402	MDW	1802	
4	GTW	375403	MDW	1803	
5	GTW	375404	MDW	1804	
6	GTW	375405	MDW	1805	
7	GTW	375406	MDW	1806	
8	GTW	375407	MDW	1807	
9	GTW	375408	-	-	Unit Destroyed
10	GTW	375409	MDW	1808	
11	GTW	375410	MDW	1809	
12	GTW	375411	MDW	1810	
13	GTW	375412	MDW	1811	Unit Destroyed
14	GTW	375413	MDW	1812	
15	GTW	375414	MDW	1813	
16	GTW	375415	MDW	1814	
17	GTW	375416	MDW	1815	
18	GTW	375417	MDW	1816	
19	GTW	375418	MDW	1817	
20	GTW	375419	MDW	1818	
21	GTW	375420	MDW	1819	
22	GTW	375421	MDW	1820	
23	GTW	375422	MDW	1821	
24	GTW	375423	MDW	1822	
25	GTW	375424	MDW	1823	
26	GTW	375425	MDW	1824	
27	GTW	375426	MDW	1825	
28	GTW	375427	MDW	1826	
29	GTW	375428	MDW	1827	
30	GTW	375429	-	-	Unit Destroyed
31	GTW	375430	MDW	1829	
32	GTW	375431	MDW	1830	
33	GTW	375432	MDW	1831	
34	GTW	375433	MDW	1832	
35	GTW	375434	MDW	1833	
36	GTW	375435	MDW	1834	
37	GTW	375436	MDW	1835	
38	GTW	375437	MDW	1836	

8490-F  
SEP 7 1997

**RELEASE dated as of January 15, 1997.**

**WHEREAS Pullman Incorporated** (predecessor-in-interest to *First Security Bank, N.A.* [formerly known as First Security Bank of Utah, N.A.]) as vendor (the "Agent") and **American Security and Trust Company, N.A.** (predecessor-in-interest to *The Bank of New York*) as vendee (the "Trustee") entered into a Conditional Sale Agreement dated as of June 1, 1976 (the "CSA"), covering the construction and sale of the covered hopper cars and the boxcars described on Schedule A hereto (the "Equipment"), whereby, among other things, the Agent retained a security interest in the Equipment until the Trustee fully satisfied its obligations thereunder;

**WHEREAS Grand Trunk Western Railroad Company** (predecessor-in-interest to *Grand Trunk Western Railroad Incorporated*) as lessee (the "Lessee") entered into a Lease of Railroad Equipment dated as of June 1, 1976 (the "Lease"), with the Trustee as lessor (and owner-trustee pursuant to a Trust Agreement of even date with **Westinghouse Credit Corporation** [predecessor-in-interest to *Mellon Leasing Corporation* {formerly known as Mellon Financial Services Corporation # 3}] as trustor), covering the Equipment;

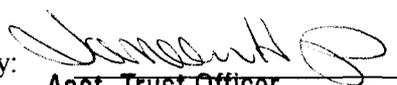
**WHEREAS**, pursuant to an Assignment of Lease and Agreement (the "Assignment") dated as of June 1, 1976 between the Trustee and the Agent, the Trustee transferred and assigned to the Agent, as collateral security for the payment and performance of the Trustee's obligations under the CSA, all its right, title and interest in the Lease (including, among other things, the right to receive all payments under the Lease from the Lessee); and

**WHEREAS**, the Trustee has fully discharged and satisfied its obligations under the CSA (including, among other things, the full repayment of the 9-1/4% Conditional Sale Indebtedness [as defined in the CSA] due January 15, 1997).

**NOW THEREFORE**, the Agent hereby i) releases and discharges, in favor of the Trustee, all its right, title and interest in the Lease and the Equipment and ii) acknowledges and agrees that the Assignment has terminated.

**IN WITNESS WHEREOF**, the Agent has caused this Release to be executed, by its officer thereunto duly authorized, as of the day and year first above written.

**FIRST SECURITY BANK, N.A.,**  
as agent

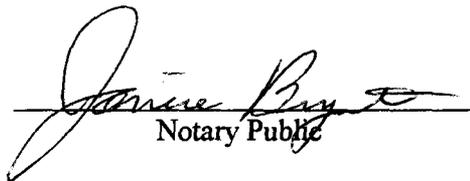
By:   
Its: **Asst. Trust Officer**

Note: On September 24, 1976 at 1:35 P.M., the CSA, the Lease and the Assignment were filed with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) pursuant to Section 20c of the Interstate Commerce Act (now 49 U.S.C. S11301) and assigned recordation numbers 8490, -B & -C, respectively. On or about September 1976, the aforementioned documents were also deposited in the Office of the Registrar General of Canada pursuant to Section 86 (which became Section 90) of the Railway Act of Canada (now Section 105 of the Canada Transportation Act).

STATE OF UTAH )  
 )  
CITY OF SALT LAKE )

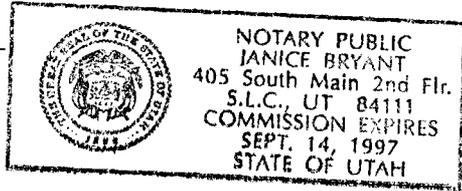
*In the matter of a Release dated as  
of January 15, 1997.*

On this 16<sup>th</sup> day of January, 1997, before me personally appeared Janeen R. Higgs, to me personally known, who, being by me duly sworn, says that he / she is Asst. Trust Officer of First Security Bank, N.A., that the foregoing release was signed on behalf of said national association by authority of its Board of Directors, and he / she acknowledged that the execution of the foregoing release was the free act and deed of said national association.

  
Notary Public

My commission expires: \_\_\_\_\_

[Notarial Seal]



## Schedule A

### FIRST GROUP OF BOXCARS

Rolling Stock Type: 100-ton boxcars built by Pullman Incorporated in 1976  
with AAR designation XP.

<u>#</u>	<u>Original Mark &amp; Number</u>		<u>Current Mark &amp; Number</u>		<u>Note</u>
1	GTW	375400	MDW	1800	
2	GTW	375401	MDW	1801	
3	GTW	375402	MDW	1802	
4	GTW	375403	MDW	1803	
5	GTW	375404	MDW	1804	
6	GTW	375405	MDW	1805	
7	GTW	375406	MDW	1806	
8	GTW	375407	MDW	1807	
9	GTW	375408	-	-	Unit Destroyed
10	GTW	375409	MDW	1808	
11	GTW	375410	MDW	1809	
12	GTW	375411	MDW	1810	
13	GTW	375412	MDW	1811	Unit Destroyed
14	GTW	375413	MDW	1812	
15	GTW	375414	MDW	1813	
16	GTW	375415	MDW	1814	
17	GTW	375416	MDW	1815	
18	GTW	375417	MDW	1816	
19	GTW	375418	MDW	1817	
20	GTW	375419	MDW	1818	
21	GTW	375420	MDW	1819	
22	GTW	375421	MDW	1820	
23	GTW	375422	MDW	1821	
24	GTW	375423	MDW	1822	
25	GTW	375424	MDW	1823	
26	GTW	375425	MDW	1824	
27	GTW	375426	MDW	1825	
28	GTW	375427	MDW	1826	
29	GTW	375428	MDW	1827	
30	GTW	375429	-	-	Unit Destroyed
31	GTW	375430	MDW	1829	
32	GTW	375431	MDW	1830	
33	GTW	375432	MDW	1831	
34	GTW	375433	MDW	1832	
35	GTW	375434	MDW	1833	
36	GTW	375435	MDW	1834	
37	GTW	375436	MDW	1835	
38	GTW	375437	MDW	1836	

39	GTW	375438	MDW	1837	
40	GTW	375439	MDW	1838	
41	GTW	375440	-	-	Unit Destroyed
42	GTW	375441	MDW	1839	
43	GTW	375442	MDW	1840	
44	GTW	375443	MDW	1841	
45	GTW	375444	MDW	1842	
46	GTW	375445	MDW	1843	
47	GTW	375446	MDW	1844	
48	GTW	375447	MDW	1845	
49	GTW	375448	MDW	1846	
50	GTW	375449	MDW	1847	
51	GTW	375450	MDW	1848	
52	GTW	375451	MDW	1849	
53	GTW	375452	MDW	1850	
54	GTW	375453	MDW	1851	
55	GTW	375454	MDW	1852	
56	GTW	375455	MDW	1853	Unit Destroyed
57	GTW	375456	MDW	1854	
58	GTW	375457	MDW	1855	
59	GTW	375458	MDW	1856	
60	GTW	375459	MDW	1857	
61	GTW	375460	MDW	1858	
62	GTW	375461	MDW	1859	
63	GTW	375462	MDW	1860	
64	GTW	375463	MDW	1861	
65	GTW	375464	MDW	1862	
66	GTW	375465	MDW	1863	
67	GTW	375466	MDW	1864	
68	GTW	375467	MDW	1865	
69	GTW	375468	MDW	1866	
70	GTW	375469	MDW	1867	
71	GTW	375470	MDW	1868	
72	GTW	375471	MDW	1869	
73	GTW	375472	MDW	1870	
74	GTW	375473	MDW	1871	
75	GTW	375474	MDW	1872	
76	GTW	375475	MDW	1873	
77	GTW	375476	MDW	1874	
78	GTW	375477	MDW	1875	
79	GTW	375478	MDW	1876	
80	GTW	375479	MDW	1877	
81	GTW	375480	MDW	1878	
82	GTW	375481	MDW	1879	
83	GTW	375482	MDW	1880	
84	GTW	375483	MDW	1881	
85	GTW	375484	MDW	1882	
86	GTW	375485	MDW	1883	
87	GTW	375486	MDW	1884	
88	GTW	375487	MDW	1885	
89	GTW	375488	MDW	1886	

<b>143</b>	<b>GTW</b>	<b>138342</b>
<b>144</b>	<b>GTW</b>	<b>138343</b>
<b>145</b>	<b>GTW</b>	<b>138344</b>
<b>146</b>	<b>GTW</b>	<b>138345</b>
<b>147</b>	<b>GTW</b>	<b>138346</b>
<b>148</b>	<b>GTW</b>	<b>138347</b>
<b>149</b>	<b>GTW</b>	<b>138348</b>
<b>150</b>	<b>GTW</b>	<b>138349</b>

# HOPKINS & SUTTER

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Telephone 313.396.6600 Facsimile 313.396.6117

WITH OFFICES IN  
CHICAGO • WASHINGTON • DALLAS

*7 Documents*  
*7 Checks*

Mary P. Sclawy  
Direct line: 313.396.6357

February 3, 1997

Secretary  
Surface Transportation Board  
Room 2215  
12th and Constitution Ave. N.W.  
Washington, DC 20423

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0101325038 14421-2  
0101325039 14847  
0101325040 15702  
0101325041 15558  
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0101325043

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RECEIVED  
SURFACE TRANSPORTATION  
BOARD

Dear Secretary:

Enclosed for recordation pursuant to statute and 49 CFR 1177 are two counterparts of a Memorandum of Lease Termination and Equipment Disposition, dated as of January 15, 1997 and executed by The Bank of New York and Grand Trunk Western Railroad Incorporated pursuant to a Lease of Railroad Equipment dated as of June 1, 1976 (the "Lease"). The units covered by the Lease are 100-ton XP boxcars, 100-ton XL boxcars and 100-ton LO covered hoppers, bearing road numbers as shown on Schedule A, copy attached.

The Lease was recorded on September 24, 1976 and assigned recordation number 8490-B.

The parties to the Lease are:

Owner-Trustee and Lessor: American Security and Trust Company, N.A., predecessor interest to The Bank of New York

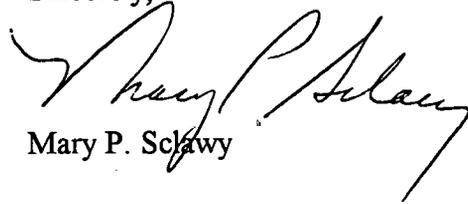
Lessee: Grand Trunk Western Railroad Company, predecessor in interest to Grand Trunk Western Railroad Incorporated

Enclosed is our check in the amount of \$22.

Please accept one counterpart of this document for filing, stamp the remaining

counterpart with your recordation number and return it and the fee receipt to the undersigned.

Sincerely,

A handwritten signature in black ink, appearing to read "Mary P. Schawy". The signature is fluid and cursive, with a large initial "M" and a long, sweeping tail.

Mary P. Schawy

C: John A. N. Lamont

CA 4582