



# First Bank

Minneapolis Office  
First Bank Place  
Minneapolis, Minnesota 55480  
612 370-4141

RECORDATION NO. 12038-14 FILED 1425

APR 9 1993 10:10 AM

April 8, 1993 INTERSTATE COMMERCE COMMISSION

25

Mrs. Mildred Lee  
Interstate Commerce Commission  
12th Street and Constitution Avenue Northwest  
Washington, D.C. 20423

ON

Dear Mrs. Lee:

Enclosed for filing and recordation pursuant to the provisions of 49 U.S.C. Section 11303 are one original and one photocopy of a Termination Agreement dated as of March 16, 1993.

The names of the parties to the enclosed document are:

Agent: Mercantile-Safe Deposit and Trust Company.

Owner Trustee: State Street Bank and Trust Company, as Successor to the Connecticut Bank and Trust Company.

A description of the railroad equipment covered by the enclosed document is set forth in the document itself. Also enclosed is a check in the amount of \$16.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee. Kindly return the stamped original of the enclosed document and the stamped photostatic copy of this letter to:

Bradley C. Gunstad  
First Bank National Association  
First Bank Place, MPFP 0904  
601 Second Avenue South  
Minneapolis, MN 55402

Following is a short summary of the enclosed document:

Termination Agreement which terminates a Reconstruction and Conditional Sale Agreement (and the Security Interest created thereby) which was filed with the Interstate Commerce Commission on July 25, 1980, recordation number 12038.

Very truly yours,

Bradley C. Gunstad

BCG/jg  
Enclosures

Interstate Commerce Commission  
Washington, D.C. 20423

4/9/93

OFFICE OF THE SECRETARY

Bradley C. Gunstad  
First Bank N.A.

First Bank Place MPFP 0904

601 Second Avenue South  
Minneapolis ,MN 55402

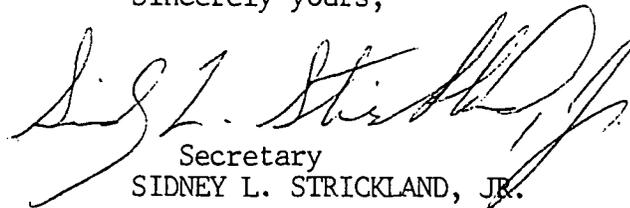
Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions  
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,

on 4/9/93 at 10:10am , and assigned

recordation number(s). 10311-D & 10311-E, 10523-D & 10523-E 12038-G

Sincerely yours,



Secretary  
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

APR 9 1993 10:10 AM

INTERSTATE COMMERCE COMMISSION

**TERMINATION AGREEMENT**

THIS TERMINATION AGREEMENT is dated as of March 16, 1993 by and between **MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY**, as Agent (herein the "Agent") and **STATE STREET BANK AND TRUST COMPANY, AS SUCCESSOR TO THE CONNECTICUT BANK AND TRUST COMPANY**, not in its individual capacity but solely as owner trustee (herein the "Owner Trustee") under a Trust Agreement dated as of July 1, 1980 with **FIRST BANK NATIONAL ASSOCIATION**, as successor by assignment to Ingersoll-Rand Financial Corporation, (herein the "Owner").

WHEREAS the CHICAGO AND NORTHWESTERN TRANSPORTATION COMPANY (herein the "Lessee") has heretofore executed and delivered to Owner Trustee that certain Lease of Railroad Equipment dated as of July 1, 1980 (herein the "Lease") pursuant to which Lessee has leased from Owner Trustee Sixteen (16) Model GP-7 Diesel Electric Locomotives, bearing Chicago and North Western Transportation Company Nos. 4284 to 4299, inclusive and four (4) Model GP-9 Diesel Electric Locomotives, bearing Chicago and North Western Transportation Company Nos. 4546 to 4549, inclusive (the "Collateral"); and,

WHEREAS, the Owner Trustee and the Agent entered into that certain Reconstruction and Conditional Sale Agreement dated as of July 1, 1980 (herein the RCS Agreement) under which Owner Trustee's interest in the Lease and Collateral was pledged to the Agent; and,

WHEREAS, the RCS Agreement and the Lease were filed with the Interstate Commerce Commission pursuant to 49 U.S.C. Section 11303 on July 25, 1980, recordation numbers 12038 and 12038-B, respectively.

WHEREAS, the obligations of the Owner Trustee to the Agent under the RCS Agreement have been satisfied in full and the Owner Trustee and the Agent desire to terminate the RCS Agreement and the Agent's interest in the Collateral.

NOW THEREFORE, for \$1.00 and other good and valuable consideration, receipt of which is hereby acknowledged, the Agent and the Owner Trustee, with due authority from the Owner, hereby

terminate, upon filing with the Interstate Commerce Commission, the RCS Agreement and Agent's right title and interest in and to the Collateral.

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

**AGENT**

**OWNER TRUSTEE**

**MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY.**

**STATE STREET BANK AND TRUST COMPANY, AS SUCCESSOR TO THE CONNECTICUT BANK AND TRUST COMPANY, NOT IN ITS INDIVIDUAL CAPACITY BUT SOLELY AS OWNER TRUSTEE**

BY: *Robert D. Brown*

BY: *V. Grant*

ITS: Corporate Trust Officer

ITS: ASSISTANT VICE PRESIDENT

DATE: 3/16/93

DATE: 3/25/93

STATE OF Maryland )  
 )  
City )  
COUNTY OF Baltimore )

On this 10 day of March, 1993, before me personally came Robert D. Brown, to me known, who, being by me duly sworn, did depose and say that he/she is the Corporate Trust Officer of Mercantile-Save Deposit & Trust Co, a Corporation, and he/she acknowledged to me he/she 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.

Michael G. Felton  
Notary Public in and for said State

My commission expires:

9/25/94

STATE OF CONNECTICUT )

)

COUNTY OF HARTFORD )

On this 25 day of March, 1993, before me personally came V. Glunt, to me known, who, being by me duly sworn, did depose and say that he/she is the ASSISTANT VICE PRESIDENT of State Street Bank and Trust Co., a Mass. banking institution and he/she acknowledged to me he/she executed the foregoing document on behalf of said institution by order of its Board of Directors and that such document was the free act and deed of said institution.

Witness my hand and official seal.

Maryanne J. Dufresne  
Notary Public in and for said State

My commission expires:

MARYANNE J. DUFRESNE  
NOTARY PUBLIC  
MY COMMISSION EXPIRES JUL 31, 1997