

Counter Parts - James H.H.

BALL JANIK LLP

A T T O R N E Y S

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WASHINGTON, D.C. 20005

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LOUIS E. GITOMER
OF COUNSEL
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RECORDATION NO. 10897-E+F FILED 1425
OCT 24 1996 3 20 PM

RECEIVED
SURFACE TRANSPORTATION
BOARD

OCT 23 3 19 PM '96

October 22, 1996

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

Dear Secretary Williams:

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

I. The first document is a Release of Security Interest, a secondary document, dated as of September 27, 1996. The primary document to which this is connected is recorded under Recordation No. 10897. We request that this document be recorded under Recordation No. 10897-E

The name and address of the party to the Release of Security Interest is:

Secured Party:

Bank of New York, as successor to Mercantile-Safe Deposit and Trust Company
101 Barclay Street
New York, NY 10286

A description of the equipment covered by the Release of Security Interest consists of 52 89'4" 70-ton flatcars numbered 981702-981707, 981709, 981710, 981712-981718, 981720, 981721, 981723-981727, and 981729-981758, all inclusive; four 68' 100-ton flatcars numbered 82032-82035, inclusive; 30 68' 100-ton flatcars numbered 82103-82132, inclusive; 72 89'4" 70-ton flatcars numbered 991925-991928, 991930-991942, 991944-991992, and 991994-991999, all inclusive; 11 89'4" 70-ton flatcars numbered 974914-974921 and 974923-974925, all inclusive; 15 89'4" 70-ton flatcars numbered 922050-922064, inclusive; and 15 68' 100-ton flatcars numbered 81790-81804, inclusive.

II. The second document is a Bill of Sale, a secondary document, dated September 29, 1996. The primary document to which this is connected is recorded under Recordation No. 10897. We request that this document be recorded under Recordation No. 10897-F

Honorable Vernon A. Williams
October 22, 1996
Page 2

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

Seller:

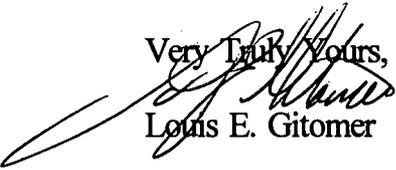
Mercantile Bank of St. Louis National Association
721 Locust Street
St. Louis, MO 63101

A description of the equipment covered by the Bill of Sale consists of 52 89'4" 70-ton flatcars numbered 981702-981707, 981709, 981710, 981712-981718, 981720, 981721, 981723-981727, and 981729-981758, all inclusive; four 68' 100-ton flatcars numbered 82032-82035, inclusive; 30 68' 100-ton flatcars numbered 82103-82132, inclusive; 72 89'4" 70-ton flatcars numbered 991925-991928, 991930-991942, 991944-991992, and 991994-991999, all inclusive; 11 89'4" 70-ton flatcars numbered 974914-974921 and 974923-974925, all inclusive; 15 89'4" 70-ton flatcars numbered 922050-922064, inclusive; and 15 68' 100-ton flatcars numbered 81790-81804, inclusive.

A fee of \$44.00 is enclosed. Please return the originals 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 of Security Interest by Bank of New York, as successor to Mercantile-Safe Deposit and Trust Company, 101 Barclay Street, New York, NY 10286, and (2) a Bill of Sale by Mercantile Bank of St. Louis National Association, 721 Locust Street, St. Louis, MO 63101, both covering 52 89'4" 70-ton flatcars numbered 981702-981707, 981709, 981710, 981712-981718, 981720, 981721, 981723-981727, and 981729-981758, all inclusive; four 68' 100-ton flatcars numbered 82032-82035, inclusive; 30 68' 100-ton flatcars numbered 82103-82132, inclusive; 72 89'4" 70-ton flatcars numbered 991925-991928, 991930-991942, 991944-991992, and 991994-991999, all inclusive; 11 89'4" 70-ton flatcars numbered 974914-974921 and 974923-974925, all inclusive; 15 89'4" 70-ton flatcars numbered 922050-922064, inclusive; and 15 68' 100-ton flatcars numbered 81790-81804, inclusive.

Very Truly Yours,

Louis E. Gitomer

Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20425-0001

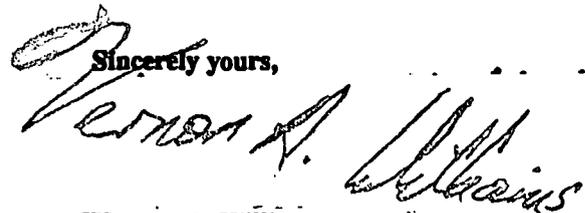
10/22/96

Louis E. Gitomer
Of Counsel
Ball Janik LLP
1455 F Street, NW., Ste. 225
Washington, DC., 20005

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 10/22/96 at 3:20PM, and assigned recordation number(s) 10897-E, 10897-F, 11072-F, 11072-G, 11482-F and 14827-A.

Sincerely yours,

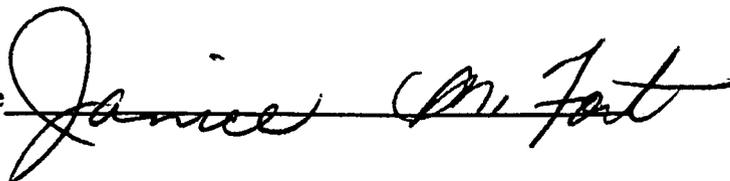


Vernon A. Williams
Secretary

Enclosure(s)

\$ 132.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



10897-E
FILED PAGE

RELEASE OF SECURITY INTEREST

OCT 24 1996 03 20 PM

The Bank of New York (as assignee of Mercantile - Safe Deposit and Trust Company), a New York state-chartered bank having a mailing address of 101 Barclay Street, New York, New York 10286 ("Bank of New York"), under each of the following: a Conditional Sale Agreement, an Agreement and Assignment, a Lease of Railroad Equipment and an Assignment of Lease and Agreement, each dated as of September 1, 1979 (collectively, the "Lien Documents"), does hereby release and discharge from the lien of the Lien Documents, executed by each of TTX Company (formerly known as Trailer Train Company), a Delaware corporation, and Mercantile Bank of St. Louis National Association (formerly known as Mercantile Trust Company National Association), a national banking association, to Bank of New York, as the secured party under the Lien Documents. The Lien Documents were recorded on October 17, 1979 with the Interstate Commerce Commission and were assigned the following recordation numbers:

- | | | |
|----|-----------------------------------|---------|
| 1. | Conditional Sale Agreement | 10897 |
| 2. | Agreement and Assignment | 10897-A |
| 3. | Lease of Railroad Equipment | 10897-B |
| 4. | Assignment of Lease and Agreement | 10897-C |

Each document covering certain railroad equipment and other collateral more fully described in the Lease Agreement.

IN WITNESS WHEREOF, The Bank of New York has executed or caused this Release of Security Interest to be executed as of the 27th day of September, 1996

THE BANK OF NEW YORK (Assignee of Mercantile-Safe Deposit and Trust Company)(solely in its capacity as the secured party under the Lien Documents and not in its individual capacity)

By: Mary La Gumina
 Name: MARY LA GUMINA
 Title: ASSISTANT VICE PRESIDENT

STATE OF NEW YORK)
)
COUNTY OF _____)

On this 27th day of September, 1996, before me personally appeared MARY LAQUINA, to me personally known, who, being by me duly sworn, did say that he/she is the Asst. Vice President of The Bank of New York, and that he/she is duly authorized to sign the foregoing instrument on behalf of The Bank of New York and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of The Bank of New York.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.



Notary Public

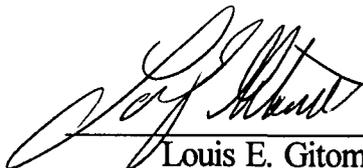
(SEAL)

WILLIAM J. CASSELS
Notary Public, State of New York
No. 01CA5027729
Qualified in Bronx County
Certificate Filed in New York County
Commission Expires May 16,

My Commission Expires:

CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy to the original Release of Security Interest, dated as of September 27, 1996, 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
October 22, 1996