

\$15.00

# BROWN, TODD & HEYBURN

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 ALISON M. STEMLER

†ADMITTED TO BAR  
 KENTUCKY AND INDIANA

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 PHILIP P. ARDERY  
 MARSHALL P. ELDRED  
 RANDOLPH A. BROWN  
 EDWARD S. BONNIE  
 KENT P. HOLLINGSWORTH\*  
 OF COUNSEL

ELI H. BROWN III (1906-1974)  
 SAMUEL R. WELLS (1911-1988)

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April 20, 1990

Noreta R. McGee, Secretary of Commerce  
 Interstate Commerce Commission, Room 2215  
 12th Street and Constitution Avenue, N. W.  
 Washington, D.C. 20423

Re: Release of Recorded Documents

Dear Secretary McGee:

I have enclosed an original and one photocopy of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

The enclosed release (the "Release") is a secondary document, dated as of December 27, 1989.

The Release is connected to a Conditional Sale Agreement (a primary document) as amended by an Amendment Agreement (a secondary document) recorded under Recordation Number 7687 and 7687B, respectively.

The Release has been executed by

American Security and Trust Company  
 1501 Pennsylvania Avenue, N.W.  
 Washington D. C. 20013.

American Security acted as agent and assignee under the Conditional Sale Agreement. A more detailed description of the transaction is attached hereto as Annex A.

The names and addresses of the parties to the Primary Documents are as follows:

Vendor: General Motors Corporation  
 La Grange, Illinois 60525

RECORDATION NO. 7687-E FILED 1480

APR 26 1990 - 11 05 AM

INTERSTATE COMMERCE COMMISSION

0-116A007

Ms. Noreta R. McGee  
April 20, 1990  
Page 2

BROWN, TODD & HEYBURN

Purchaser and lessor of the Equipment:  
Liberty National Bank and  
Trust Company of Louisville  
416 West Jefferson Street  
Louisville, Kentucky 40202.

Lessee: Louisville and Nashville  
Railroad Company (now CSX  
Transportation, Inc.)  
100 North Charles Street  
Baltimore Maryland 21201.

A description of the Equipment covered by the Conditional  
Sale Agreement, as amended is as follows:

Nineteen GM model SD-40-2, 3,000 horse power  
diesel-electric locomotives, originally bearing  
Louisville and Nashville Railroad Company's Road  
Numbers 3554 through 3572, both inclusive, and  
currently bearing Road Numbers CSXT 8182 through 8200,  
both inclusive.

A fee of \$15 is enclosed. Please return the original and  
any extra copy not needed by the Commission for recordation to me  
at the address listed above.

A short summary of the Release to appear in the index is as  
follows:

Release of a Conditional Sale Agreement with  
Recordation Number 7687, as amended by an Amendment  
Agreement, Recordation Number 7687B, and as assigned  
pursuant to an Agreement and Assignment, Recordation  
Number 7687C. This Release is dated as of December 27,  
1989, and affects nineteen GM model SD-40-2, 3,000  
horse power diesel-electric locomotives originally  
bearing Louisville and Nashville Railroad Company's  
Road Numbers 3554 through 3572, both inclusive, and  
currently bearing Road Numbers CSXT 8182 through 8200,  
both inclusive.

Very truly yours,

  
Frances B. Jones Berry  
Attorney for Liberty National  
Bank and Trust Company of  
Louisville

Enclosures

LA6.A5647  
65/244/C63  
90/180

ANNEX A

A. As of September 1, 1974, Liberty National Bank and Trust Company of Louisville (the "Bank") entered into a Conditional Sale Agreement (the "CSA") with General Motors Corporation ("GM") for the purpose of buying certain railroad equipment. The CSA was filed with the Interstate Commerce Commission (the "ICC") and bears Recordation Number 7687.

B. The CSA was amended by the Amendment Agreement (the "Amendment Agreement") bearing Recordation Number 7687B.

C. The interest of GM in and to the CSA as amended by the Amendment Agreement was assigned to American Security and Trust Company ("Agent") pursuant to an Agreement and Assignment dated as of September 1, 1974 (the "Assignment"), which was filed with the ICC on November 12, 1974, and bears Recordation Number 7687C.

D. As of September 1, 1974, the Bank entered into a Lease of Railroad Equipment with Louisville and Nashville Railroad Company (the "Lessee").

E. As of September 1, 1974, the Bank assigned its interest in the Lease, as security for its obligations under the CSA as amended by the Amendment Agreement, to Agent pursuant to an Assignment of Lease and Agreement dated as of September 1, 1974 (the "Lease Assignment"). The Lease Assignment was filed with the ICC on November 12, 1974, and bears Recordation Number 7687D.

F. As of September 1, 1974, the Lessee, the Agent and the parties listed on Schedule A thereto entered into a Finance Agreement (the "Finance Agreement").

G. The railroad equipment covered by the CSA as amended by the Amendment Agreement and the Lease consists of nineteen General Motors model SD-40-2, 3,000 horse power diesel-electric locomotives, originally bearing Lessee's Road Nos. 3554 through 3572 inclusive and currently bearing Road Nos. CSXT 8182 through 8200 inclusive (the "Equipment").

H. The Bank has repaid to Agent for the account of the Lenders under the Finance Agreement all sums due under the CSA as amended by the Amendment Agreement and the Finance Agreement and Agent has executed an Instrument of Satisfaction and Release dated as of December 27, 1989, to evidence the satisfaction and release of the Equipment from the CSA as amended by the Amendment Agreement, the Assignment, the Lease Assignment and the Finance Agreement.

**Interstate Commerce Commission** 5/7/90  
**Washington, D.C. 20423**

OFFICE OF THE SECRETARY

Frances B. Jones Berry  
Brown, Todd & Heyburn  
Citizens Plaza 16th Fl.  
Louisville, KY. 40202-2813

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 4/26/90 at 11:05am and assigned recordation number(s). 7687-E, 7687-F & 7687-G

Sincerely yours,



Noreta R. McGee  
Secretary

Enclosure(s)

RELEASE

This release is dated as of December 27, 1989, and is executed by American Security and Trust Company as agent (the "Agent").

RECORDED NO 7687B  
FILED 108

APR 26 1990 - 11 05 AM

INTERSTATE COMMERCE COMMISSION

RECITALS

A. As of September 1, 1974, Liberty National Bank Company of Louisville (the "Bank") entered into a Conditional Sale Agreement (the "CSA") with General Motors Corporation ("GM") for the purpose of buying certain railroad equipment.

B. The CSA was filed with the Interstate Commerce Commission (the "ICC") on October 24, 1974, and bears Recordation Number 7687.

C. The CSA was amended by an Amendment Agreement (the "Amendment Agreement") bearing Recordation Number 7687B.

D. As of September 1, 1974, the Bank assigned its interest in the Lease, as security for its obligations under the CSA as amended by the Amendment Agreement, to Agent pursuant to an Assignment of Lease and Agreement dated as of September 1, 1974 (the "Lease Assignment"). The Lease Assignment was filed with the ICC on November 12, 1974, and bears Recordation Number 7687D.

E. Pursuant to an Instrument of Satisfaction and Release, the Agent has acknowledged that all sums owing by the Bank to the Agent pursuant to the CSA as amended by the Amendment Agreement and the Lease Assignment has been paid in full.

F. The railroad equipment covered by the CSA as amended by the Amendment Agreement consists of nineteen GM model SD-40-2, 3,000 horse power diesel-electric locomotives, originally bearing Louisville and Nashville Railroad Company's Road Numbers 3554 through 3572, both inclusive, and currently bearing Road Numbers CSXT 8182 through 8200, both inclusive, (the "Equipment").

NOW THEREFORE, the Agent hereby acknowledges and confirms for the public record the satisfaction and release of its interest in the Equipment pursuant to the CSA as amended by the Amendment Agreement.

IN WITNESS WHEREOF, the Agent has executed this instrument as of the date first above written.

AMERICAN SECURITY AND TRUST  
COMPANY, solely in its capacity  
as agent

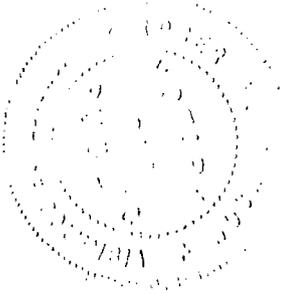
By *Eric A. McArthur*

Title: VICE PRESIDENT

DISTRICT OF COLUMBIA        )  
  ( ss  
CITY OF WASHINGTON         )

Before me, a Notary Public in and for said District and City, personally appeared before me Leslie S. Christensen, the Vice President of American Security and Trust Company, a national banking association, who acknowledged that he did sign the foregoing instrument and the same is his free act and deed as such officer and is the free act and deed of said association.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at 13<sup>th</sup> 11:50AM, the 13<sup>th</sup> day of April, 1990.



Roger A. Hanson  
Notary Public

My Commission Expires: \_\_\_\_\_

ROGER A. HANSON  
NOTARY PUBLIC - DISTRICT OF COLUMBIA  
My Commission Expires Feb. 28, 1994