

**NORFOLK SOUTHERN CORPORATION**

RECORDATION NO. 15786-D FILED

LAW DEPARTMENT

THREE COMMERCIAL PLACE  
NORFOLK, VIRGINIA 23510-9241  
757-629-2634  
FACSIMILE - 2607

MAY 5 '98

2:08 PM

WILLIAM A. NOELL, JR.  
CORPORATE COUNSEL

May 5, 1998

HAND DELIVERY

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, NW, Room 711  
Washington, DC 20423

Dear Mr. Williams:

In accordance with 49 U.S.C. § 11301 and the Board's Rules, I submit herewith for recording with the Board eight (8) original counterparts, properly executed and acknowledged, of the document described below. I request that seven (7) of the counterparts (bearing the Board's stamped evidence of recordation) be returned to the person hand-delivering the counterparts for filing.

This document is a Release (a "secondary document" under the Board's Rules), dated as of April 23, 1998, and relating to earlier filings assigned, respectively, recordation numbers **15786** and **15786-B**. The names and addresses of the parties to this document are:

**TRUSTEE/LESSOR:**

The Bank of New York  
101 Barclay Street  
New York, New York 10286

**as successor to**

First National Bank of Maryland  
25 South Charles Street - MC 101-591  
16 Floor - Corporate Trust Administration  
Baltimore, Maryland 21201

**LESSEE/GUARANTOR:**

TCS Leasing, Inc.  
Three Commercial Place  
Norfolk, Virginia 23510  
**as successor to**  
Triple Crown Services, Inc.  
Three Commercial Place  
Norfolk, Virginia 23510-2191

MAY 5 2 08 PM '98

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

*Counterparts - Station Hamburg*

- The equipment covered by this document is described generally as follows:

<u>Number of Units</u>	<u>General Description</u>	<u>Identifying Numbers (Inclusive)</u>
600	Mark V Highway/Rail Trailers ("RoadRailers®") Builder: The Chamberlain Group, Inc. through its RoadRailer Division)	TCSZ 410000 through 410599
400	Detachable Bogies (Wheel Trucks) for use in connection with Mark V Highway/Rail Trailers	TCSR 3000-3399

The recordation fee of \$24.00 (49 C.F.R. § 1002.2(f)(83)) will be paid by the person hand-delivering the counterparts, to whom the unused, stamped counterparts and the extra copy of this transmittal letter are to be returned.

A short summary of this secondary document - for use in the index follows:

RELEASE dated as of April 23, 1998, concerning Equipment Trust Agreement dated as of August 15, 1988, between The Bank of New York, 101 Barclay Street, New York, New York 10286, **as successor to** First National Bank of Maryland, 25 South Charles Street - MC 101-591, 16 Floor - Corporate Trust Administration, Baltimore, Maryland 21201, as Trustee/Lessor, and TCS Leasing, Inc., Three Commercial Place, Norfolk, Virginia 23510-2191, **as successor to** Triple Crown Services, Inc., Three Commercial Place, Norfolk, Virginia 23510-2191, as Lessee/Guarantor, covering **600** (six-hundred) Mark V Highway/Rail Trailers ("RoadRailers®"), numbered **TCSZ 410000 through 410599, inclusive**, and **400** (four-hundred) Detachable Bogies (Wheel Trucks) for use in connection with Mark V Highway/Rail Trailers, numbered **TCSR 3000 through 3399, inclusive**.

Please acknowledge receipt on the enclosed copy of this letter.

Sincerely yours,

  
William A. Noell, Jr.

cc: The Bank of New York. attention: Mr. Thomas B. Zakrzewski

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

DATE:5/5/98

WILLIAM A. NOELL, JR.  
NORFOLK SOUTHERN CORPORATION  
THREE COMMERCIAL PLACE  
NORFOLK, VIRGINIA 23510-9241

DEAR SIR:

THE ENCLOSED DOCUMENT(S) WAS RECORDED PURSUANT TO THE PROVISIONS OF 49 USC 11301

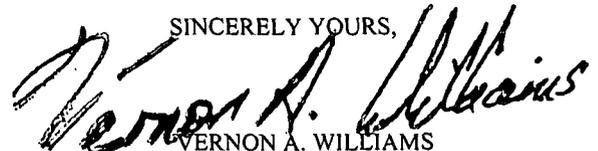
AND 49 CFR 1177.3 (C), ON AT 5/5/98

2:08PM

AND

ASSIGNED RECORDATION NUMBER(S). 15786-D.

SINCERELY YOURS,



VERNON A. WILLIAMS  
SECRETARY

ENCLOSURE(\*S)

26.00

\$-----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. IN THE EVENT OF AN ERROR OR ANY QUESTIONS CONCERNING THIS FEE, YOU WILL RECEIVE NOTIFICATION AFTER THE SURFACE TRANSPORTATION BOARD HAS HAD AN OPPORTUNITY TO EXAMINE YOUR DOCUMENT.

SIGNATURE-----



MAY 5 '98 2-08 PM

RELEASE dated as of April 23, 1998, by and between THE BANK OF NEW YORK, a national banking association and the successor to Mercantile-Safe Deposit and Trust Company (hereinafter called the **Trustee**), and TCS Leasing, Inc., the successor to Triple Crown Services, Inc. (hereinafter called the **Lessee**)

WHEREAS the Trustee and Lessee are parties to that certain Equipment Trust Agreement dated as of August 15, 1988, as supplemented by that certain Supplemental Agreement dated as of January 1, 1992 (collectively, hereinafter called the **Agreement**), creating a trust known as the "Triple Crown Services Equipment Trust, Series B," pursuant to which the parties financed the highway trailers and bogies listed in Schedule A hereto (hereinafter called the **Equipment**);

WHEREAS appropriate evidence of the Agreement has been filed and recorded with the Surface Transportation Board (at the time of recordation, the Interstate Commerce Commission) pursuant to Section 11301 of Title 49 of the United States Code on (with respect to the August 15, 1988 document) August 24, 1988, and on (with respect to the Supplemental Agreement) January 24, 1992, and assigned, respectively, recordation numbers **15786 and 15786-B**;

WHEREAS pursuant to Section 4.9 of the Agreement, the Lessee has deposited with the Trustee, and the Trustee has accepted, cash in the amount of the greater of the Equipment's selling price or Fair Value (as such term is defined in the Agreement);

WHEREAS, in connection with the Lessee's deposit and the Trustee's acceptance of cash in such amount, the Lessee has requested that the Trustee, by execution and delivery of this document, (1) release all and any of its right, title and interest in and to each and all units of Equipment identified on Schedule A hereto, being all the equipment covered by the Agreement, and (2) agree to take all such further steps as may be necessary, including without limitation the delivery of appropriately marked instruments of title, to confirm and vest such right, title and interest in the Lessee;

**NOW, THEREFORE,** the Trustee hereby does release and terminate in favor of the Lessee all and any of its interest in the Equipment as aforesaid and agrees to take all such further steps as may be necessary -- including without limitation, the delivery to, or at the direction of the Lessee, appropriately marked instruments evidencing title to the Equipment -- to confirm and vest in the Lessee all the Trustee's right, title and interest in and to such Equipment, being all the equipment covered by the Agreement, free and clear of liens or other interests, however arising.

IN WITNESS WHEREOF, the parties hereto have caused this Release to be executed by their officers thereunto duly authorized, as of the date first above written.

**THE BANK OF NEW YORK,  
Trustee,**

By

Title:

  
THOMAS B. ZAKRZEWSKI  
Assistant Vice President

[SEAL]  
Attest:

  
Title:

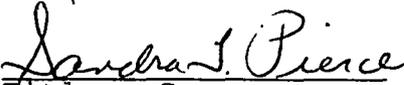
ASSISTANT VICE PRESIDENT

**TCS LEASING, INC.,  
Lessee**

By

Title: Vice President

[SEAL]  
Attest:

  
Title: Corporate  
Secretary

**SCHEDULE A**

**[Equipment As Described in Schedule A  
to the Related Equipment Trust Agreement]**

Description

Identifying Numbers

**600** Mark V Highway/Rail  
Trailers ("RoadRailers®")  
Builder: The Chamberlain  
Group, Inc. through its  
RoadRailer Division)

TCSZ 410000 through 410599

**400** Detachable Bogies  
(Wheel Trucks) for use  
in connection with Mark V  
Highway/Rail Trailers

TCSR 3000-3399

State of New York

) ss.:

City of New York

On this 24 day of April, 1998, before me personally appeared THOMAS B. ZAKRZEWSKI, to me personally known, who, being by me duly sworn, says he is Asst. Vice President of **The Bank of New York**, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

WILLIAM J. CASSELES  
Notary Public, State of New York  
No. 01CA5027729  
Qualified in Bronx County  
Certificate Filed in New York County  
Commission Expires May 16, 1998

Commission expires:  
[Notarial Seal]

Commonwealth of Virginia

) ss.:

City of Norfolk

On this 23rd day of April 1998, before me personally appeared **James A. Hixon**, to me personally known, who, being by me duly sworn, says he is Vice President of **Norfolk Southern Railway Company**, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

Commission expires: **FEBRUARY 28, 2002**  
[Notarial Seal]