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RECORDATION NO. **9306-J** FILED 1425

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June 30, 1994

INTERSTATE COMMERCE COMMISSION

0100299004

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John C Holden
Attorney
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Government Affairs

Ms. Mildred Lee
Interstate Commerce Commission
Room 2303
12th and Constitution Ave. N.W.
Washington, D.C. 20423

**Re: Documents for Recordation
Soo Line Railroad Equipment Trust of 1978
Primary Document Recordation No. 9306**

Chicago Office
Thomas L Hogan
General Attorney - Chicago
Randall V TeWinkle
General Attorney - Chicago

Dear Ms. Lee:

I have enclosed duly acknowledged duplicate originals of the document described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a Termination of Equipment Trust and Lease, dated as of May 26, 1994.

The primary document to which this is connected is recorded under Recordation No. 9306.

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

Trustee,
Lessor
and Vendor: Norwest Bank Minnesota, N.A.
8th Floor - Norwest Center
6th and Marquette
Minneapolis, MN 55479

Lessee: Soo Line Railroad Company
Soo Line Building
P.O. Box 530
Minneapolis, MN 55440

Albany Office
Timothy G Mulcahy
General Attorney - Albany

RECORDED
JUL 5 1994

Ms. Mildred Lee
Interstate Commerce Commission
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June 30, 1994

A description of the equipment covered by the document follows:

- a. 1 50-foot 100-ton single sheathed box car with end-of-car cushions, 10-foot plug doors and lading strap anchors. Soo Line road number 19321.
- b. 50 53-foot 6-inch 70-ton flat cars with end-of-car cushions and nailable steel flooring. Soo Line road numbers 6000-6049, inclusive.
- c. 297 100-ton 4,750 cubic feet capacity covered hopper cars. Soo Line road numbers 74834-75130, inclusive.
- d. 50 100-ton 4,750 cubic feet capacity covered hopper cars with gravity pneumatic discharge outlets. Soo Line road numbers 75134-75183, inclusive.
- e. 50 52-foot 6-inch 100-ton gondola cars with 60-inch sides, fixed ends and steel floors. Soo Line road numbers 63900-63949, inclusive.
- f. 3 GP-38-2 diesel electric locomotives of 2,000 H.P. rating with four wheel trucks. Soo Line road numbers 797-799, inclusive.
- g. 1 GP-38-2 diesel electric locomotive of 2,000 H.P. rating, bearing Soo Line road number 4451.
- h. 2 3,800 H.P. EMD Model SD60 diesel electric locomotives, bearing Soo Line road numbers 6060 and 6061.
- i. 2 52-foot 6-inch 100-ton gondola cars bearing Soo Line road numbers 64001 to 64002, inclusive.

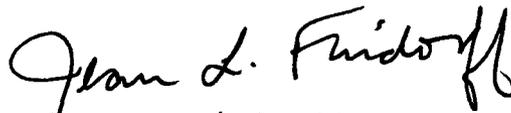
Ms. Mildred Lee
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A fee of \$18.00 is enclosed, in the form of a check payable to the Interstate Commerce Commission. Please return the extra originals, bearing appropriate recordation data to Maureen O'Shea, Legal Assistant, Soo Line Railroad Company, Soo Line Building, Suite 1000, P.O. Box 530, Minneapolis, MN 55440.

A short summary of the document to appear in the index follows:

Termination of Equipment Trust and Lease dated as of May 26, 1994, to Soo Line Railroad Equipment Trust and Lease of 1978 with Recordation No. 9306, dated as of April 1, 1978, and covering the following equipment: (see list of equipment set forth above).

Very truly yours,



Jean L. Findorff

MPO/ljd

Enclosures

JUL 5 1994 -2 30 PM

TERMINATION OF AGREEMENT
AND LEASE

INTERSTATE COMMERCE COMMISSION

This Termination of Agreement and Lease, dated as of May 26th, 1994, by and among Soo Line Railroad Company, a corporation organized and existing under the laws of the State of Minnesota, with principal office and place of business in the Soo Line Building, City of Minneapolis, Minnesota (hereinafter sometimes called the "Company"), and Norwest Bank Minnesota, N.A. (formerly known as Northwestern National Bank of Minneapolis and Norwest Bank Minneapolis), a national banking association duly incorporated and existing under the laws of the United States of America, with its office in the City of Minneapolis, Minnesota (hereinafter called "Trustee"), WITNESSETH

WHEREAS, R. W. Ronayne and D. G. Morse, "Vendors", Company and Trustee are parties to that certain Agreement and Lease, both dated as of April 1, 1978, known as the Soo Line Railroad Equipment Trust of 1978 and covering the purchase and lease of:

- a. 100 50-foot 100-ton single sheathed box cars with end-of-car cushions, 10-foot plug doors and lading strap anchors. Soo Line road numbers 19272-19371.
- b. 50 53-foot 6-inch 70-ton flat cars with end-of-car cushions and nailable steel flooring. Soo Line road numbers 5100-5149, inclusive.

- c. 297 100-ton 4,750 cubic feet capacity covered hopper cars. Soo Line road numbers 74834-75130, inclusive.
- d. 50 100-ton 4,750 cubic feet capacity covered hopper cars with gravity pneumatic discharge outlets. Soo Line road numbers 75134-75183, inclusive.
- e. 50 52-foot 6-inch 100-ton gondola cars with 60-inch sides, fixed ends and steel floors. Soo Line road numbers 63900-63949, inclusive.
- f. 3 GP-38-2 diesel electric locomotives of 2,000 H.P. rating with four wheel trucks. Soo Line road numbers 797-799, inclusive.

WHEREAS, Company and Trustee are parties to that certain Supplemental Lease of Railroad Equipment dated as of May 23, 1983, and recorded with the Interstate Commerce Commission on June 17, 1983, supplementing the Soo Line Railroad Equipment Trust of 1978 and covering the purchase and lease of one (1) GP-38-2 diesel electric locomotive of 2,000 H.P. rating, bearing Soo Line road number 4451; and

WHEREAS, Company and Trustee are parties to that certain Supplemental Lease of Railroad Equipment dated as of December 18, 1989, and recorded with the Interstate Commerce Commission on December 26, 1989, supplementing the Soo Line Railroad Equipment Trust of 1978 and covering the purchase and lease of two (2) 3,800 H.P. EMD Model SD60 diesel electric locomotives, bearing Soo Line road numbers 6060 and 6061; and

WHEREAS, Company and Trustee are parties to that certain Supplemental Lease of Railroad Equipment dated as of February 26, 1980, and recorded with the Interstate Commerce Commission on February 29, 1980, supplementing the Soo Line Railroad Equipment Trust of 1978 and covering the purchase and lease of two (2) 52'6" 100-ton gondola cars bearing Soo Line road numbers 63987 to 63988, inclusive; and

WHEREAS, Company and Trustee are parties to that certain Amendment to the Supplemental Lease dated as of February 26, 1980, and recorded with the Interstate Commerce Commission on March 14, 1980, which stated that the car numbers contained in the Supplemental Lease were in error and amended the Supplemental Lease to cover the purchase and lease of two (2) 52'6" 100-ton gondola cars bearing Soo Line road numbers 64001 to 64002, inclusive; and

WHEREAS, Company, Trustee and R. W. Ronayne and D. G. Morse ("Vendors") were parties to that certain Agreement dated as of December 8, 1989, which was filed with the Interstate Commerce Commission on February 15, 1990, whereby the Vendors resigned as Vendors and the duties and obligations of Vendors assumed by Trustee, with the Company's consent thereto; and

WHEREAS, the Company determined that certain equipment was unsuitable or unnecessary for its use and the Company and Trustee are parties to that Release of Certain Equipment under Agreement and Lease dated October 11, 1987, whereby the following equipment was released from the Agreement and Trust, and then sold to a third party: ninety-nine (99) 50' 100-ton single-sheathed box cars with end-of-car cushions, 10' plug doors and lading strap

anchors. Soo Line road numbers 19272 to 19320 (both inclusive) and 19322 to 19371 (both inclusive); and

WHEREAS, Company has met, discharged, and cancelled all the interests of the Trustee and the holders of the Trust Certificates in the Soo Line Railroad Equipment Trust of 1978; and

WHEREAS, said Lease has been terminated and all payments made by Company have been applied and treated as purchase money for the full purchase price of said freight train cars and locomotives, and title to all such equipment has vested in the Company, and all other terms and conditions contained in the Soo Line Railroad Equipment Trust of 1978 have been fully performed by Company;

NOW, THEREFORE, the parties hereto do hereby agree as follows:

1. The Soo Line Railroad Equipment Trust of 1978 and all Supplemental Leases and Amendments thereto are hereby terminated.

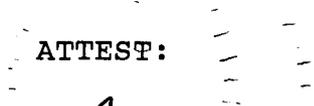
2. Trustee and Vendors hereby release any and all liens, encumbrances, claims of ownership or other claims of every sort and nature which they have or may have against the following described equipment:

- a. 1 50-foot 100-ton single sheathed box car with end-of-car cushions, 10-foot plug doors and lading strap anchors. Soo Line road number 19321.
- b. 50 53-foot 6-inch 70-ton flat cars with end-of-car cushions and nailable steel flooring. Soo Line road numbers 5100-5149, inclusive.

- c. 297 100-ton 4,750 cubic feet capacity covered hopper cars. Soo Line road numbers 74834-75130, inclusive.
- d. 50 100-ton 4,750 cubic feet capacity covered hopper cars with gravity pneumatic discharge outlets. Soo Line road numbers 75134-75183, inclusive.
- e. 50 52-foot 6-inch 100-ton gondola cars with 60-inch sides, fixed ends and steel floors. Soo Line road numbers 63900-63949, inclusive.
- f. 3 GP-38-2 diesel electric locomotives of 2,000 H.P. rating with four wheel trucks. Soo Line road numbers 797-799, inclusive.
- g. 1 GP-38-2 diesel electric locomotive of 2,000 H.P. rating, bearing Soo Line road number 4451.
- h. 2 3,800 H.P. EMD Model SD60 diesel electric locomotives, bearing Soo Line road numbers 6060 and 6061.
- i. 2 52-foot 6-inch 100-ton gondola cars bearing Soo Line road numbers 64001 to 64002, inclusive.

IN WITNESS WHEREOF, Company and Trustee have caused this instrument to be executed in their respective names by their respective officers, thereunto duly authorized, and their respective corporate seals to be hereunto affixed and duly attested.

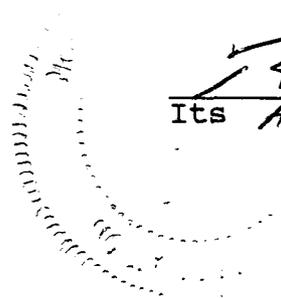
ATTEST:


Teresa A. Keener
Its ~~Assistant~~ Secretary

SOO LINE RAILROAD COMPANY

By: John C. Miller
Its: V.P. Controller

ATTEST:

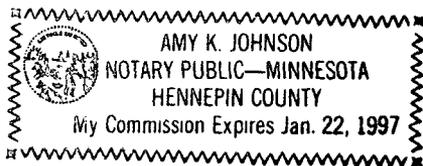

Ronald B. Stettin
Its ~~Assistant~~ Secretary

NORWEST BANK OF MINNESOTA, P.A.

By: Al Sullivan
Its: Vice President

STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

On this 26th day of May, 1994, before me personally appeared Arthur G. Dreblow, to me personally known, Vice President of the Norwest Bank Minnesota, N.A., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed in 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.

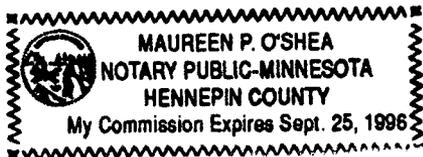


Amy K. Johnson
Notary Public

My Commission expires: January 22, 1997

STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

On this 13 day of May, 1994, before me personally appeared John C. Miller, to me personally known, who, being each by me duly sworn did say that he is Vice President and Controller of the Soo Line Railroad Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed in 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.



Maureen P. O'Shea
Notary Public

My Commission expires: 9/25/96