NORFOLK SOUTHERN

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J. Gary Lane
General Solicitor

RECORDATION NO. 15637-G FILED 1425

0100397063

OCT 12 1994 - 4 25 PM

INTERSTATE COMMERCE COMMISSION

RECEIVED
OFFICE OF THE
SECRETARY

OCT 12 4 21 PM '94

LICENSING BRANCH

Counterpart 1 - Fee

October 6, 1994

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D. C. 20423

Dear Mr. Strickland:

In accordance with 49 U.S.C. § 11303 and the Commission's Rules, I submit herewith for recording with the Commission three (3) counterparts, properly executed and acknowledged, of the document described below.

This document is a Release and Bill of Sale, a secondary document, dated as of October 5, 1994. The primary document to which this is connected is recorded under Recordation No. 15637.

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

LESSOR/TRUSTEE: Mercantile-Safe Deposit and Trust Company
Two Hopkins Plaza
Baltimore, Maryland 23201

LESSEE/GUARANTOR: TCS Leasing, Inc.
(formerly Triple Crown Services, Inc.)
Three Commercial Place
Norfolk, VA 23510

The equipment covered by the document is generally described as follows:

Number of Units	General Description	AAR Symbol	Identifying Numbers (both inclusive)
80	Mark IV Rail/Highway Trailers (RoadRailers®)	---	from the series TCSZ 911000-911374 and 210000-210624

A fee of $21.00 is enclosed. Please return two of the original counterparts of the document, stamped with the Commission's recordation data, to J. Gary Lane, Norfolk Southern Corporation, Three Commercial Place, Norfolk, Virginia 23510.

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

Release and Bill of Sale dated as of October 5, 1994, with respect to equipment subject to Equipment Trust Agreement with Recordation No. 15637, dated April 1, 1988, and covering 80 Mark IV rail/highway trailers from the series numbered TCSZ 911000-911374 and 210000-210624.

Very truly yours,

J. Gary Lane

jgl
Enclosures

Interstate Commerce Commission

Washington, D.C. 20423 10/12/94

OFFICE OF THE SECRETARY

J. Gary Lane
Norfolk Southern Corporation
Three Commercial Place
Norfolk, VA. 23510-2191

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 10/12/94 at 4:25PM , and assigned recordation number(s). 15637-G.

Sincerely yours,

Vernon A. Williams
Acting Secretary

Enclosure(s)

(0100397063)

$ 21.00 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 Janice M. Fort

TRIPLE CROWN SERVICES EQUIPMENT TRUST
SERIES A

RECORDATION NO. 15637-G

OCT 12 1994 -4 20 PM

INTERSTATE COMMERCE COMMISSION

RELEASE AND BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS, that Mercantile-Safe Deposit and Trust Company (the "Trustee"), Trustee under an Equipment Trust Agreement dated as of April 1, 1988, as amended and supplemented (the "Agreement"), between the Trustee and TCS Leasing, Inc. (formerly named Triple Crown Services, Inc.) (the "Company"), providing for the formation of Triple Crown Services Equipment Trust, Series A (the "Equipment Trust"), hereby certifies that it has been paid under Section 4.7 of the Agreement the Fair Value of the units of equipment described on Exhibit A attached hereto (the "Equipment"), which Equipment was subject to the Agreement.

WHEREFORE, in consideration of $1.00 and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and upon the request of the Company under the Agreement, the Trustee hereby sells, assigns, conveys, transfers, sets over, releases and quitclaims unto the Company, as its absolute property, all of the Trustee's right, title and interest in and to the Equipment and releases the Company from any and all obligations of the Agreement with respect to the Equipment.

IN WITNESS WHEREOF, the Trustee has caused its name to be signed hereto by its duly authorized officers and its corporate seal to be hereunto affixed, this 5th day of October, 1994.

MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, as Trustee

By: _____
Title: AVP

ATTEST:

_____
Assistant Secretary

STATE OF Maryland)
~~COUNTY~~ City OF Baltimore) ss.:
)

On this 5th day of October, 1994, before me, a Notary Public, personally appeared James Adams, to me personally known, who, being by me duly sworn, says he is a Assistant Vice President of Mercantile-Safe Deposit and Trust Company, that the seal 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.

Marian R. Allen
Notary Public

My commission expires: 11/16/94

EXHIBIT A

Eighty (80) Mark IV Highway/Rail Trailers (RoadRailers®), bearing the identifying initials TCSZ and the following identifying unit numbers:

210005	210208	210566	911174
210014	210222	210583	911183
210020	210225	210596	911184
210022	210226	210600	911185
210024	210231	210601	911189
210042	210246	210609	911206
210053	210258	210611	911210
210062	210267	210616	911211
210108	210268	911016	911220
210122	210269	911023	911221
210128	210319	911024	911224
210131	210346	911049	911225
210136	210379	911050	911229
210139	210385	911058	911235
210140	210401	911063	911238
210143	210445	911084	911264
210149	210513	911111	911280
210158	210526	911113	911321
210171	210535	911121	911358
210179	210559	911154	911373