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Norfolk Southern Corporation
Law Department
Three Commercial Place
Norfolk, Virginia 23510-2191

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General Solicitor

RECORDATION NO. 15637-H FILED 1425
OCT 21 1994 -1 55 PM
INTERSTATE COMMERCE COMMISSION

RECEIVED OFFICE OF THE SECRETARY
OCT 21 1 51 PM '94
LICENSING BRANCH

October 19, 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 four (4) 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 18, 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)
581	Mark IV Rail/Highway Trailers (RoadRailers®)	---	from the series TCSZ 911000-911374 and 210000-210624

Counterparts - for filing fee

A fee of $21.00 is enclosed. Please return three 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 18, 1994, with respect to equipment subject to Equipment Trust Agreement with Recordation No. 15637, dated April 1, 1988, and covering 581 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

10/21/94

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 10/21/94 at 1:55PM, and assigned recordation number(s). 15637-H.

Sincerely yours,

Vernon A. Williams

Vernon A. Williams
Acting Secretary

Enclosure(s)

(0100410028)

$ 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. 15637-41
FILED 1415
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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 18th day of October, 1994.

MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, as Trustee

By: Robert D. Brown
Title: Corporate Trust Officer

ATTEST:

Helen H. Mabe
~~Assistant Secretary~~
Helen H. Mabe
Corporate Trust Officer

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

On this 18th day of October, 1994, before me, a Notary Public, personally appeared Robert D. Brown, to me personally known, who, being by me duly sworn, says he is a Corporate Trust Officer 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.

Michael C. Fox
Notary Public

My commission expires: 9/25/98

EXHIBIT A

Five Hundred Eighty-One (581) Mark IV Highway/Rail Trailers (RoadRailers®), bearing the identifying initials TCSZ and the following identifying unit numbers:

210004	210090	210181	210257
210007	210091	210182	210260
210008	210093	210183	210261
210009	210094	210184	210262
210010	210095	210185	210263
210012	210097	210187	210265
210017	210098	210188	210266
210018	210099	210189	210270
210019	210100	210190	210272
210021	210102	210191	210273
210029	210104	210194	210274
210030	210107	210195	210275
210031	210109	210196	210276
210032	210110	210201	210278
210033	210112	210202	210279
210040	210115	210204	210282
210041	210116	210205	210285
210045	210117	210209	210286
210046	210118	210212	210287
210047	210119	210214	210288
210049	210125	210217	210289
210050	210130	210218	210290
210051	210133	210219	210291
210052	210135	210220	210293
210055	210138	210221	210295
210058	210141	210223	210296
210061	210142	210224	210298
210064	210144	210227	210299
210065	210145	210233	210301
210067	210146	210235	210302
210068	210147	210236	210303
210069	210148	210238	210304
210070	210150	210239	210306
210071	210151	210240	210307
210077	210153	210242	210308
210078	210154	210243	210310
210079	210157	210244	210311
210080	210159	210245	210312
210081	210166	210247	210313
210082	210167	210248	210314
210083	210172	210249	210315
210085	210173	210250	210316
210086	210174	210252	210322
210087	210175	210253	210323
210088	210177	210255	210325
210089	210178	210256	210327

210328	210419	210507	210591
210329	210420	210509	210592
210331	210423	210511	210595
210333	210424	210514	210597
210334	210426	210516	210598
210336	210427	210517	210602
210337	210428	210518	210603
210338	210430	210521	210605
210340	210433	210527	210606
210342	210435	210529	210607
210343	210441	210530	210612
210345	210442	210531	210613
210348	210444	210532	210614
210349	210446	210534	210615
210351	210447	210536	210617
210353	210448	210538	210618
210355	210449	210539	210619
210357	210450	210540	210620
210359	210451	210541	210621
210360	210453	210542	210622
210361	210454	210543	210623
210362	210455	210544	911000
210363	210458	210546	911002
210364	210459	210549	911003
210368	210460	210550	911004
210369	210461	210552	911005
210370	210462	210553	911006
210371	210464	210554	911007
210376	210465	210556	911008
210377	210468	210557	911009
210381	210470	210558	911011
210383	210471	210560	911012
210384	210472	210561	911013
210386	210475	210563	911014
210389	210477	210564	911015
210391	210479	210567	911017
210394	210480	210569	911018
210395	210481	210571	911019
210396	210483	210572	911021
210397	210484	210574	911022
210398	210485	210575	911026
210399	210486	210576	911027
210400	210487	210577	911031
210403	210488	210578	911032
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210407	210493	210581	911034
210408	210496	210582	911036
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