

NS NORFOLK SOUTHERN

Norfolk Southern Corporation
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Norfolk, Virginia 23510-2191

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RECORDATION NO. 15637-7
FILED 1994
J. Gary Lane
General Solicitor

NOV - 8 1994 - 3 10 PM

INTERSTATE COMMERCE COMMISSION

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RECEIVED
OFFICE OF THE
SECRETARY
Nov 8 3 07 PM '94
LICENSING BRANCH

November 1, 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 31, 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:

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

Counterparts - J. Gary Lane

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 31, 1994, with respect to equipment subject to Equipment Trust Agreement with Recordation No. 15637, dated April 1, 1988, and covering 85 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

11/8/94

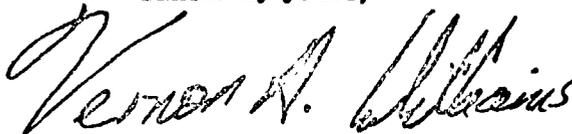
OFFICE OF THE SECRETARY

J. Gary Lane
General Solicitor
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 11/8/94 at 3:10PM, and assigned recordation number(s). 15637-I.

Sincerely yours,



Vernon A. Williams
Secretary

Enclosure(s)

(0100426-052)

\$ 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



TRIPLE CROWN SERVICES EQUIPMENT TRUST
SERIES A

15637-I

NOV 18 1994

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 31 day of October, 1994.

MERCANTILE-SAFE DEPOSIT AND TRUST
COMPANY, as Trustee

By: Robert S. Brown
Title: Corporate Trust Officer

ATTEST:

Marian D. Allen
~~Assistant Secretary~~



STATE of *Maryland*
COMMONWEALTH OF
COUNTY OF *Baltimore*

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)
) ss.:
)

On this *31* 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.

[Signature]

Notary Public

My commission expires: *04-1-95*

EXHIBIT A

Eighty-five (85) Mark IV Highway/Rail Trailers (RoadRailers®), bearing the identifying initials TCSZ and the following identifying unit numbers:

210000	210215	210463	911102
210006	210216	210467	911106
210025	210237	210476	911112
210034	210264	210512	911128
210035	210277	210519	911131
210036	210305	210525	911149
210043	210320	210528	911156
210054	210352	210545	911165
210059	210365	210573	911171
210092	210378	210624	911187
210096	210387	911025	911230
210111	210393	911029	911241
210124	210405	911041	911263
210126	210410	911055	911283
210132	210421	911065	911307
210156	210434	911068	911310
210161	210436	911074	911311
210162	210438	911079	911320
210169	210439	911086	911332
210176	210452	911097	911344
210180	210457	911100	911365
210197			