

RELEASE OF  
ASSIGNMENT OF LEASE AND AGREEMENT

REGISTRATION FEE 7714-0  
FILED 1925  
MAY 29 1993 -4 30 PM  
INTERSTATE COMMERCE COMMISSION

WHEREAS, SCHULER INDUSTRIES, INC. ("Schuler Industries") entered into that certain Conditional Sale Agreement dated as of September 1, 1974 (the "Conditional Sale Agreement") by and among LOUISVILLE AND NASHVILLE RAILROAD COMPANY ("L&N"), Schuler Industries and GENERAL MOTORS CORPORATION (Electro-Motive Division) ("General Motors") pursuant to which certain equipment (the "Equipment") described in Annex B to the Conditional Sale Agreement was purchased by Schuler Industries from General Motors;

WHEREAS, the Equipment was leased pursuant to the terms and conditions of that certain Lease of Railroad Equipment dated as of September 1, 1974 (the "Lease") between L&N, as Lessee, and Schuler Industries, as Lessor;

WHEREAS, pursuant to the terms and conditions of that certain Assignment of Lease and Agreement dated as of September 1, 1974 between Schuler Industries and AMERICAN SECURITY AND TRUST COMPANY, (now named American Security Bank, N.A.), acting as agent under Finance Agreement dated as of September 1, 1974 (in such capacity under the Finance Agreement, "American Security, as Agent") Schuler Industries assigned and transferred to American Security, as Agent, as collateral security for the payment and performance of the obligations of Schuler Industries under the Conditional Sale Agreement the right, title and interest of Schuler Industries in the Lease (to the extent set forth in the Assignment);

**WHEREAS**, there was filed and recorded with the Interstate Commerce Commission under Recordation No. 7714-A on November 15, 1974 (i) the Lease and (ii) the Assignment;

**WHEREAS**, Schuler Industries has fully discharged and satisfied its obligations under the Conditional Sale Agreement and the Assignment;

**NOW, THEREFORE**, American Security, as Agent, (i) hereby acknowledges full payment of the obligations of Schuler Industries under the Conditional Sale Agreement and (ii) hereby satisfies and cancels the lien created by the Assignment as filed with the Interstate Commerce Commission under Recordation No. 7714-A on November 15, 1974.

**IN WITNESS WHEREOF**, this instrument has been executed and delivered as of the 17<sup>th</sup> day of May, 1990.

**AMERICAN SECURITY BANK, N.A.**  
(formerly named American Security  
and Trust Company),  
as Agent under a Finance Agreement  
dated as of September 1, 1974.

By: *Charles S. Christensen*  
Its: VICE PRESIDENT

[CORPORATE SEAL.]

DISTRICT OF COLUMBIA )  
  :  
CITY OF WASHINGTON )

On this 17th day of May, 1990, before me personally appeared Leslie S. Christensen, to me personally known, who, being by me duly sworn, says that he/she is Vice President of AMERICAN SECURITY BANK, N.A. (formerly named American Security and Trust Company), that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and said instrument was signed and sealed on behalf of said corporation and that he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Robert A. Stallo  
Notary Public

My Commission Expires:  
10/14/90

[NOTARIAL SEAL]