

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

RECORDED UNDER 15637-F

J. Gary Lane
 General Solicitor

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SEP 14 1994 - 2 28 PM

INTERSTATE COMMERCE COMMISSION

September 8, 1994

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

SEP 14 2 28 PM '94
 LICENSING DIVISION

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 September 7, 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>
84	Mark IV Rail/Highway Trailers (RoadRailers®)	---	from the series TCSZ 911000-911374 and 210000-210624

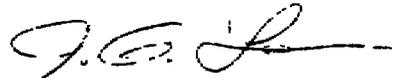
Copy to - J. Gary Lane

A fee of \$18.00 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 September 7, 1994, with respect to equipment subject to Equipment Trust Agreement with Recordation No. 15637, dated April 1, 1988, and covering 84 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

9/14/94

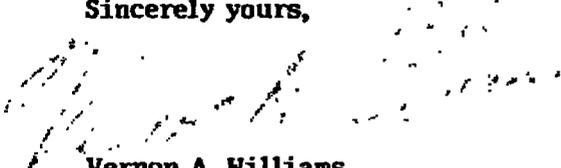
OFFICE OF THE SECRETARY

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 9/14/94 at 2:20PM, and assigned recordation number(s). 15637-F.

Sincerely yours,


Vernon A. Williams
Acting Secretary

Enclosure(s)

(0100366054)

\$ 18.00 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-F
SEP 14 1994 2:30 PM

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 7th day of September, 1994.

MERCANTILE-SAFE DEPOSIT AND TRUST
COMPANY, as Trustee

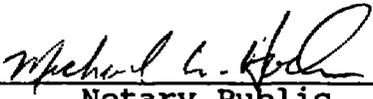
By: Robert D. Brown
Title: Corporate Trust Officer

ATTEST:

Marian D. Allen
Corporate Trust Officer

State OF Maryland)
) ss.:
City OF Baltimore)

On this 7th day of September , 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.



Notary Public
Michael A. Hoehn

My commission expires: 9/25/94

EXHIBIT A

Eighty-four (84) Mark IV Highway/Rail Trailers (RoadRailers®), bearing the identifying initials TCSZ and the following identifying unit numbers:

210001	210241	210523	911164
210002	210281	210524	911167
210023	210283	210533	911169
210026	210294	210548	911175
210037	210309	210555	911208
210038	210330	210570	911217
210044	210341	210588	911218
210056	210350	210589	911248
210060	210372	210604	911258
210075	210373	911001	911260
210076	210390	911010	911273
210084	210409	911020	911289
210103	210412	911067	911294
210105	210437	911088	911301
210114	210466	911093	911324
210123	210474	911119	911325
210129	210482	911125	911326
210186	210491	911139	911335
210193	210492	911146	911350
210199	210494	911148	911361
210206	210510	911159	911374