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

J. Gary Lane
General Solicitor

15637-H

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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

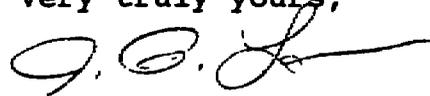
Handwritten signature: J. Gary Lane

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 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

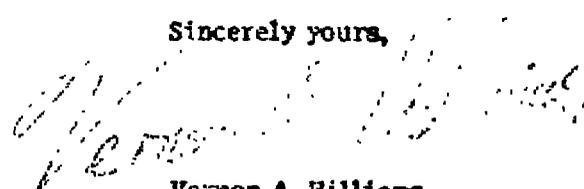
OFFICE OF THE SECRETARY

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,



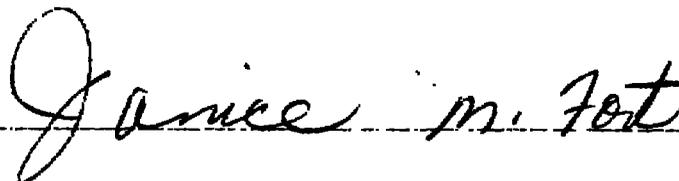
Vernon A. Williams
Acting Secretary

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



TRIPLE CROWN SERVICES EQUIPMENT TRUST
SERIES A

15637-4

OCT 21

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. Steel

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
210404	210490	210579	911033
210407	210493	210581	911034
210408	210496	210582	911036
210411	210497	210584	911037
210413	210498	210585	911038
210415	210499	210586	911042
210416	210505	210587	911043
210418	210506	210590	911044

911045	911137	911239	911315
911046	911140	911242	911316
911047	911141	911243	911317
911051	911142	911245	911318
911052	911143	911246	911319
911054	911144	911247	911322
911057	911147	911249	911323
911059	911150	911251	911327
911060	911151	911253	911330
911061	911152	911254	911331
911062	911153	911256	911333
911064	911155	911257	911334
911066	911157	911259	911337
911070	911158	911261	911338
911071	911160	911262	911342
911072	911162	911265	911343
911073	911163	911266	911346
911075	911168	911267	911348
911077	911172	911269	911349
911078	911173	911270	911351
911080	911176	911271	911353
911081	911177	911274	911354
911082	911178	911275	911355
911083	911179	911276	911356
911085	911180	911277	911359
911087	911181	911279	911360
911089	911186	911281	911362
911090	911188	911282	911363
911091	911190	911284	911364
911092	911192	911285	911368
911094	911193	911286	911369
911096	911194	911287	911370
911098	911196	911288	911372
911099	911197	911290	
911101	911198	911291	
911104	911199	911292	
911105	911201	911293	
911107	911202	911295	
911108	911204	911296	
911109	911207	911297	
911110	911209	911298	
911115	911213	911299	
911118	911215	911302	
911120	911216	911303	
911122	911223	911304	
911124	911226	911305	
911126	911227	911306	
911127	911231	911308	
911129	911233	911309	
911130	911234	911312	
911132	911236	911313	
911135	911237	911314	