

RECORDATION NO. 11046-F FILED

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NOV 14 '01 10-29 AM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

November 14, 2001

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Complete Termination and Release of Security Interests, dated as of November 13, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Conditional Sale Agreement which was previously filed with the Commission under Recordation Number 11046.

The name and address of the party to the enclosed document are:

Agent:                   The Bank of New York  
                              48 Wall Street  
                              New York, New York 10005

A description of the railroad equipment covered by the enclosed document is:

Two hundred fifty four (254) gondola coal railcars: PSCX 489 – PSCX 742 inclusive (without regard to casualties).

A short summary of the document to appear in the index is:

Complete Termination and Release of Security Interests.

Mr. Vernon A. Williams  
November 14, 2001  
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Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

RECORDATION NO. 11046-F FILED

**COMPLETE TERMINATION AND RELEASE  
OF SECURITY INTERESTS**

NOV 14 '01 10-29 AM

**SURFACE TRANSPORTATION BOARD**

**WITNESSETH**

WHEREAS, by Conditional Sale Agreement, dated as of October 26, 1979 (the "CSA"), Thrall Car Manufacturing Company ("Thrall") agreed to construct and sell to The Connecticut Bank and Trust Company ("Connecticut"), as Trustee, certain railroad equipment described in Schedule A hereto ("Equipment");

WHEREAS, by Agreement and Assignment, dated as of October 26, 1979 (the "Assignment") Thrall assigned its interests in the CSA to Mercantile-Safe Deposit and Trust Company ("Mercantile"), as Agent ("Agent") on behalf of certain institutional investors;

WHEREAS, by Lease of Railroad Equipment, dated as of October 26, 1979 (the "Lease"), Connecticut leased the Equipment to Public Service Company of Colorado subject to the rights of Agent under the CSA;

WHEREAS, by Assignment of Lease and Agreement, dated as of October 26, 1979 (the "Agreement"), Connecticut assigned its rights under the Lease as collateral security to the Mercantile to secure the payment of the indebtedness under the CSA (the "CSA Indebtedness");

WHEREAS the CSA, the Assignment, the Lease and the Agreement were duly filed and recorded with the Interstate Commerce Commission on November 13, 1979 at 2:30 p.m. and were assigned Recordation Numbers 11046, 11046-A, 11046-B and 11046-C, respectively.

WHEREAS, The Bank of New York has succeeded to the interests of Mercantile;

WHEREAS, State Street Bank and Trust Company of Connecticut, N.A. succeeded to the interests of Connecticut and has assigned all of its right, title and interest, as Trustee, to Joseph Transportation Services, Inc.;

WHEREAS, this Instrument is executed to evidence for the public record the satisfaction and release of all the rights and obligations of the parties under the CSA, the Assignment and the Agreement;

NOW THEREFORE, in consideration of the premises, The Bank of New York, as successor to Mercantile, Agent, does hereby acknowledge and confirm: (i) the full and complete satisfaction of the CSA Indebtedness and other obligations under the CSA, the Assignment, and the Agreement; (ii) the release of all rights, obligations, and security interests in the Equipment, whether arising under the CSA, the Assignment, the Agreement, or any other instruments executed pursuant thereto; and (iii) the reassignment, to Joseph Transportation Services, Inc. all of the rights, title and interests of the Agent in the Lease and the Equipment;

This instrument is to be filed and recorded with the Surface Transportation Board pursuant to the provisions of 49 U.S.C. Section 11301.

IN WITNESS WHEREOF, the parties hereto have executed this Instrument as of the 13 day of NOVEMBER, 2001.

THE BANK OF NEW YORK

By: 

Name: **VAN K. BROWN**

Title: **Vice President**

STATE OF NEW YORK )  
 ) ss:  
COUNTY OF NEW YORK )

On this 13 day of November, 2001, before me, a notary public in and for the County and State aforesaid, personally appeared VAN K. BROWN, to me personally known, who, being by me duly sworn, says that he/she is a Vice President of The Bank of New York, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the corporation.

  
NOTARY PUBLIC

My commission expires:

WILLIAM J. CASSELES  
Notary Public, State of New York  
No. 01CA5027729  
Qualified in Bronx County  
Commission Expires May 16, 2002

**SCHEDULE A**

**Description of Trust Equipment**

<b><u>Quantity</u></b>	<b><u>Number</u></b>	<b><u>Description</u></b>
254 cars	PSCX 489 - PSCX 742 (Without regard To casualties)	Highside, single- rotary dump gondola coal cars