

RECORDATION NO. 11886 = ^H FILED

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SURFACE TRANSPORTATION BOARD



RECORDATION NO. 11886-F FILED

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SURFACE TRANSPORTATION BOARD

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SUSAN G. LICHTENFELD
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October 31, 2002

Via Overnight Delivery
Mr. Vernon A. Williams
Secretary
Office of the Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423



Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 48 U.S.C. Section 1301(a) are two original executed copies and two photostatic copies of the Lien Release and Termination ("Termination"), dated as of October 30, 2002, by The Bank of New York ("Secured Party"), a secondary document as defined in the Commissioner's Rules for the Recordation of Documents.

The Termination relates to that Conditional Sale Agreement ("CSA") dated as of April 1, 1980, as amended, which was previously filed with the Interstate Commerce Commission ("ICC") under Recordation Number 11886, and the Assignment and Agreement dated as of April 1, 1980, which was previously filed with the ICC under Recordation Number 11886-A.

The name and address of the party to the enclosed Termination is:

Secured Party: The Bank of New York
101 Barclay Street
New York, New York 10286

A description of the railroad equipment covered by the enclosed document is listed on Annex B to the CSA, as amended.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped original and two stamped photostatic copies of the enclosed document and the stamped photostatic copy of this letter to Susan G. Lichtenfeld at Ross & Hardies, 150 North Michigan Avenue, Suite 2500, Chicago, Illinois 60601.

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CHICAGO ■ NEW YORK ■ WASHINGTON

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Mr. Vernon A. Williams
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Following is a short summary of the enclosed document:

Document to Be Recorded

Lien Release and Termination, dated as of October 30, 2002, by The Bank of New York, as Secured Party, which relates to and terminates the Conditional Sale Agreement dated as of April 1, 1980, as amended, and the Assignment and Agreement dated as of April 1, 1980.

Secondary Documents to which the Termination Relates

Conditional Sale Agreement, dated as of April 1, 1980, between Hawker Siddeley Canada Ltd., as vendor, and The Connecticut Bank and Trust Company (the "Trustee"), not individually but solely as Trustee, as vendee, which was filed with the ICC on June 10, 1980 and assigned Recordation Number 11886.

Agreement and Assignment, dated as of April 1, 1980, between Hawker Siddeley Canada Ltd. and Mercantile-Safe Deposit and Trust Company, which was filed with the ICC on June 10, 1980 and assigned Recordation Number 11886-A.

Very truly yours,


Susan G. Lichtenfeld

SGL:vgc
Enclosures
cc: Robert W. Kleinman

hereinafter referred to as the "CSA"), which was filed with the ICC on March 31, 1982 and assigned Recordation Number 11886-E.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is here by acknowledged, the Agent agrees as follows:

1. The Agent hereby acknowledges and agrees that the CSA is hereby terminated (except for such indemnities expressed to survive the termination thereof as set forth therein) and the lien and security interest created by the CSA in favor of the Agent in and against the Equipment is hereby terminated and released.

2. The Agent hereby acknowledges and agrees that the Assignment and all rights assigned to the Agent under the Assignment are hereby terminated and released.

IN WITNESS WHEREOF, the undersigned has executed this Lien Release and Termination as of the date first above written.

THE BANK OF NEW YORK, as Agent

By: *Thomas B. Zakrzewski*
Name THOMAS B. ZAKRZEWSKI
Title "VICE PRESIDENT"

STATE OF NEW YORK)
)
) SS
COUNTY OF NEW YORK)

On this 29 day of October, 2002 before me personally appeared **THOMAS B. ZAKRZEWSKI**, to be personally known, who by me duly sworn, says that he is the "VICE PRESIDENT" of The Bank of New York (the "Bank"), that the foregoing instrument was signed on behalf of the Bank by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of the Bank.


Notary Public

[NOTORIAL SEAL]

My commission expires _____

WILLIAM J. CASSELS
Notary Public, State of New York
No. 01CA5027729
Qualified in Bronx County
Commission Expires May 18, 2006

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SURFACE TRANSPORTATION BOARD

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LIEN RELEASE AND TERMINATION

This Lien Release and Termination is made as of this 30th day of October, 2002, by The Bank of New York (together with its successors and assigns, as "Agent").

WHEREAS, Hawker Siddeley Canada Ltd. (the "Builder"), as vendor, and The Connecticut Bank and Trust Company (the "Trustee"), not individually but solely as Trustee, as vendee, previously entered into that certain Conditional Sale Agreement ("Conditional Sale Agreement") dated as of April 1, 1980, which was filed with the Interstate Commerce Commission ("ICC"), predecessor to the Surface Transportation Board, on June 10, 1980 and assigned Recordation Number 11886;

WHEREAS, under the Conditional Sale Agreement the Builder retained a security interest in the rolling stock identified on Annex B thereto (as amended, the "Equipment");

WHEREAS, under that certain Agreement and Assignment dated as of April 1, 1980 (the "Assignment") entered into between the Builder and Mercantile-Safe Deposit and Trust Company (the "Original Agent", which has been succeeded by the Agent), the Builder assigned to the Original Agent its right, title and interest in the Conditional Sale Agreement;

WHEREAS, the Assignment was filed with the ICC on June 10, 1980 and assigned Recordation Number 11886-A;

WHEREAS, the Conditional Sale Agreement was amended by that certain Amendment Agreement dated as of October 1, 1980 among The Canadian Wheat Board, as Lessee, Mercantile-Safe Deposit and Trust Company, as Agent, J.P. Morgan Interfunding Corp., as Owner, The Connecticut Bank and Trust Company, as Trustee, Morgan Guaranty Trust Company of New York, as Investor and Hawker Siddeley Canada, Inc., as Builder (the "First Amendment"), which was filed with the ICC on December 9, 1980 and assigned Recordation Number 11886-C;

WHEREAS, the Conditional Sale Agreement was further amended by that certain Amendment Agreement dated as of December 29, 1980 among The Canadian Wheat Board, as Lessee, Mercantile-Safe Deposit and Trust Company, as Agent, J.P. Morgan Interfunding Corp., as Owner, The Connecticut Bank and Trust Company, as Trustee, Morgan Guaranty Trust Company of New York, as Investor and Hawker Siddeley Canada, Inc., as Builder (the "Second Amendment"), which was filed with the ICC on January 30, 1991 as assigned Recordation Number 11886-D; and

WHEREAS, the Conditional Sale Agreement was further amended by that certain Supplemental Participation Agreement and Amendment dated as of March 1, 1982 among The Canadian Wheat Board, as Lessee, Mercantile-Safe Deposit and Trust Company, as Agent, J.P. Morgan Interfunding Corp., as Owner, The Connecticut Bank and Trust Company, as Trustee, Morgan Guaranty Trust Company of New York, as Investor and the parties named in Appendix I thereto, as Permanent Investors (the "Third Amendment"; the Conditional Sale Agreement as amended by the First Amendment, the Second Amendment and the Third Amendment is