

RECORDATION NO. 14337-E FILED

AUG 18 '03 1-48 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
—
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

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

OF COUNSEL
URBAN A. LESTER

August 18, 2003

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 four (4) copies of a Complete Termination and Release of Security Interests, dated August 13, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Conditional Sale Agreement and other documents associated therewith previously filed with the Commission under Recordation Number 14337.

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

Secured Party: The Bank of New York
(successor in interest to
Mercantile-Safe Deposit and
Trust Company)
101 Barclay Street
New York, NY 10286

[Owner Trustee: State Street Bank and
Trust Company of Connecticut
(successor in interest to the Connecticut Bank
and Trust Company)
225 Franklin Street
Boston, Massachusetts 02110

Mr. Vernon A. Williams
August 18, 2003
Page Two

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

12 locomotives MKT 368 – MKT 379

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

Complete Termination and Release of Security Interests

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 stamped copies of each of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anr
Enclosures

REGORDATION NO. 14337-E FILED

AUG 18 '03 1-48 PM

SURFACE TRANSPORTATION BOARD

**COMPLETE TERMINATION AND RELEASE
OF SECURITY INTERESTS**

WITNESSETH

WHEREAS, by Conditional Sale Agreement, dated as of April 15, 1984 (the "CSA"), General Motors Corporation (Electro-Motive Division) ("GE-EMD") agreed to construct and sell to The Connecticut Bank and Trust Company, National Association ("Connecticut"), as Trustee, certain railroad equipment described in Schedule A hereto ("Equipment");

WHEREAS, by Agreement and Assignment, dated as of April 15, 1984 (the "Assignment"), GE-EMD assigned their 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 April 15, 1984 (the "Lease"), Connecticut, as Owner Trustee, leased the Equipment to Missouri-Kansas-Texas Railroad Company subject to the rights of Agent under the CSA;

WHEREAS, by Assignment of Lease and Agreement, dated as of April 15, 1984 (the "Agreement"), Connecticut assigned its rights under the Lease as collateral security to 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 June 8, 1984 and were assigned Recordation Numbers 14337, 14337-A, 14337-B and 14337-C, respectively;

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

WHEREAS, State Street Bank and Trust Company of Connecticut, National Association ("State Street") has succeeded to the interest of Connecticut; and

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 State Street all rights, title and interests of 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 Bank of New York has executed this Instrument as of the 13 day of August, 2003.

THE BANK OF NEW YORK

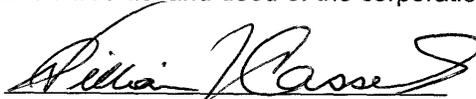
By: 

Name: Thomas B. Zakrzewski

Title: Vice President

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

On this 13 day of August, 2003, before me, personally appeared Thomas B. Zakrzewski, to me personally known, who, being by me duly sworn, says that he/she is a Vice President of The Bank of New York, the seal, if any, affixed to the foregoing instrument is the corporate seal of such corporation and the 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. CASSELS
Notary Public, State of New York
No. 01CA5027729
Qualified in Bronx County
Commission Expires May 18, 2006

SCHEDULE A

12 GP 39-2
locomotives

MKT 368-MKT 379