RECORDATION NO. 7053-C FILED

OCT 2 '00 2-15 PM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

October 2. 2000

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 Termination and Release, dated September 15, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed relates to the Agreements which were filed previously with the Commission under Recordation Numbers 6834, 6851, 6852, 6876 and 7053.

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

Secured Party/
Lessor: Bank One Trust Company
(Successor to the Liberty National
Bank and Trust Company of
Oklahoma City)
One First National Plaza
Chicago, Illinois 60670

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

40 flatcars TOE 1800 -TOE 1839
60 gondolas TOE 1335 - TOE 1394
1 locomotive TOE 015

7053-C

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

Termination and Release by Bank One Trust Company, successor to The Liberty National Bank and Trust Company of Oklahoma City, as Lessor and/or Secured Party covering 40 flatcars TOE 1800 -TOE 1839, 60 gondolas TOE 1335 - TOE 1394 and 1 locomotive TOE 015.

Also enclosed is a check in the amount of $26.00 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

7053-C

SURFACE TRANSPORTATION BOARD

TERMINATION AND RELEASE

This Termination and Release is entered into by Bank One Trust Company, N. A. ("Bank One"), a national banking association, as successor in interest to The Liberty National Bank and Trust Company of Oklahoma City, on this 15 day of September, 2000.

WITNESSETH:

WHEREAS, The Liberty National Bank and Trust Company of Oklahoma City, as trustee under a trust agreement (the "Trust Agreement") dated as of December 1, 1972 with General Electric Capital Corporation ("GECC"), entered, as trustee under the Trust Agreement and not in its individual capacity, into those certain agreements and documents set forth on Annex A hereto (the "Agreements") in connection with the purchase by the trust created pursuant to the Trust Agreement (the "Trust") of certain railroad equipment, a schedule of which is attached as Annex B hereto (the "Equipment") and the lease of the Equipment to (x) Weyerhaeuser Company and (y) Texas, Oklahoma & Eastern Railroad Company; and

WHEREAS, memoranda of the rights and interests of The Liberty National Bank and Trust Company of Oklahoma City, the Trust and GECC, as beneficiary of the Trust, as secured parties with respect to the Equipment, have been recorded with the Surface Transportation Board under Recordation Nos. 6834, 6851, 6852, 6876 and 7053 (the "STB Memoranda"); and

WHEREAS, the Agreements were terminated in accordance with their respective terms on or before July 16, 1993, on which date the Equipment (as well as certain additional railroad equipment) was sold by GECC to The First National Bank of Maryland (now Allfirst Bank) and the Trust has no further interest therein; and

WHEREAS, subsequent to entering into the Agreements, Bank One became successor in interest to The Liberty National Bank and Trust Company of Oklahoma City;

NOW THEREFORE, the undersigned, in its capacity as trustee and not in its individual capacity hereby agrees and acknowledges, that:

It hereby TERMINATES and RELEASES any right, title or interest whatsoever, which it, in its capacity as trustee, and not in its individual capacity, the Trust or GECC, as beneficiary of the Trust, might otherwise have had under

any of the Agreements, whether as security for payment of amounts due under the Agreements or otherwise and further RELEASES any other party to any of the Agreements from any claims, obligations and liabilities to it (in its capacity as trustee and not in its individual capacity), the Trust or GECC, as beneficiary thereunder arising out of the transactions evidenced thereby.

Without limiting the generality of the foregoing, it hereby TERMINATES and RELEASES any right, title or interest whatsoever, which it, in its capacity as trustee, and not in its individual capacity, the Trust or GECC, as beneficiary of the Trust, might otherwise have had covered by the STB Memoranda.

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

BANK ONE TRUST COMPANY N. A.

By: Camilla J. Lindsey
Name: Camilla J. Lindsey
Title: Vice President

ACKNOWLEDGEMENT

STATE of Oklahoma)
)ss:
COUNTY of Tulsa)

On this 15th day of September, 2000, before me personally appeared Camilla J. Lindsey, to me personally known, being by me duly sworn, says that (s)he is a Vice President of Bank One Trust Company N. A., that said instrument was signed on behalf of said Bank One Trust Company N. A. by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said Bank One Trust Company N. A..

(SEAL) Mary Butler
Signature of Notary Public
My Commission Expires: 11-1-2000

ANNEX A

AGREEMENTS

1. Equipment Lease dated as of December 1, 1972 by and between The Liberty National Bank and Trust Company of Oklahoma City, as trustee under a trust Agreement dated as of December 1, 1972, LESSOR, and Weyerhaeuser Company, LESSEE, filed and recorded on December 20, 1972, Recordation No. 6834.

2. First Amendment and Restatement of Equipment Lease dated as of December 1, 1972 between The Liberty National Bank and Trust Company of Oklahoma City, as trustee under a Trust Agreement dated as of December 1, 1972, LESSOR and Weyerhaeuser Company, LESSEE, filed and recorded on January 17, 1973, Recordation No. 6834-A.

3. Amendment to First Amendment and Restatement of Equipment Lease dated as of December 1, 1972 between The Liberty National Bank and Trust Company of Oklahoma City, as trustee under a Trust Agreement dated as of December 1, 1972, LESSOR and Weyerhaeuser Company, LESSEE, filed and recorded on June 11, 1973, Recordation No. 6834-B.

4. Conditional Sale Agreement dated as of December 1, 1972 among General Motors Corporation (Electro-Motive Division) and Ortner Freight Car Company, as Manufacturers and The Liberty National Bank and Trust Company of Oklahoma City as trustee under a Trust Agreement dated as of December 1, 1972, filed and recorded on January 3, 1973, Recordation No. 6851.

5. First Amendment to Conditional Sale Agreement dated as of December 1, 1972 among General Motors Corporation (Electro-Motive Division) and Ortner Freight Car Company, as Manufacturers and The Liberty National Bank and Trust Company of Oklahoma City, as trustee under a Trust Agreement dated as of December 1, 1972, filed and recorded January 17, 1973, Recordation No. 6851-A.

6. Equipment Lease dated as of December 1, 1972 between The Liberty National Bank and Trust Company of Oklahoma City, as trustee under a Trust Agreement dated as of December 1, 1972, LESSOR and Texas, Oklahoma & Eastern Railroad Company, LESSEE, filed and recorded January 3, 1972, Recordation No. 6852.

7. First Amendment and Restatement of Equipment Lease dated as of December 1, 1972 between The Liberty National Bank and Trust Company of Oklahoma City, as Trustee under a Trust Agreement dated December 1, 1972, LESSOR and Texas, Oklahoma & Eastern Railroad Company, LESSEE, field and recorded on January 17, 1973, Recordation No. 6852-A.

8. Conditional Sale Agreement dated as of December 1, 1972 between Thrall Car Manufacturing Company, as Manufacturer and The Liberty National Bank and Trust Company of Oklahoma City, as Trustee under a Trust Agreement dated December 1, 1972, filed and recorded January 24, 1973, Recordation No. 6876.

9. Conditional Sale Agreement dated as of December 1, 1972 between Ortner Freight Car Company, as Manufacturer and The Liberty National Bank and Trust Company of Oklahoma City, as Trustee under a Trust Agreement dated as of December 1, 1972, filed and recorded May 25, 1973, Recordation No. 7053.

ANNEX B

EQUIPMENT

40, 100-Ton Flatcars	TOE 1800-1839 (Ortner: 1972-74) (formerly WCTX 307-374 series)
60, 100-Ton 7500 Woodchip Gondolas	TOE 1335-1394 (Thrall: 1971-73)
One GP40-2 3000 HP Locomotive	TOE D15 (EMD: 1972)

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached Termination and Release with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 10/2/00

Robert W. Alvord