

RECORDATION NO. 16303-H FILED

JUN 26 '09 -11 0 0 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

June 26, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Notice of Termination of Lease, dated as of June 26, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease and related documents previously filed with the Commission under Recordation Number 16303.

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

Owner Trustee
Lessor: U.S. Bank National Association (successor in interest to Meridian Trust Company)
Two Liberty Place
50 South 16th Street
Philadelphia, PA 19102

[Lessee: Soo Line Railroad Company
501 Marquette Avenue
Minneapolis, MN 55402]

Anne K. Quinlan, Esquire
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A description of the railroad equipment covered by the enclosed document
is:

39 locomotives: SOO 6021 - SOO 6059.

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

Notice of Termination of Lease.

Also enclosed is a check in the amount of \$41.00 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/sem
Enclosures

JUN 26 '09 -11 0 0 AM

NOTICE OF TERMINATION OF LEASE**SURFACE TRANSPORTATION BOARD**

The undersigned, U.S. Bank National Association (successor in interest through mesne assignments to Meridian Trust Company, a Pennsylvania Trust company), not personally but in its capacity as Owner Trustee and Lessor, publishes this notice that the Lease of Railroad Equipment, dated as of April 14, 1989 (the "Lease"), together with Lease Supplement No. 1, dated as of April 14, 1989, Lease Supplement No. 2 dated as of November 9, 1989 and Lease Supplement No. 3 dated as of December 1, 1989 (individually and collectively the "Lease Supplements") related thereto, between the Lessor and Soo Line Railroad Company, a Minnesota corporation as Lessee, with respect to the 39 locomotives identified on Exhibit A hereto (collectively the "Equipment") has expired in accordance with its terms and has been terminated.

The Lessor hereby acknowledges (a) that Lessee has purchased the Equipment still subject to the Lease, (b) that all obligations of the Lessee under the Lease and other related documents have been duly performed and satisfied and that there remain no further obligations on the part of the Lessee under the Lease and other related documents except those terms of the Lease and the other related documents that by their express terms survive termination and (c) the release of all liens and security interests, if any, created by the below referenced filings with the Interstate Commerce Commission and/or United States Surface Transportation Board.

The Lease and Lease Supplements were duly filed with the Interstate Commerce Commission (now the Surface Transportation Board) on the dates and under the Recordation Numbers as follows, covering the Equipment identified on Exhibit A attached hereto.

- i) Lease of Railroad Equipment and Lease Supplement No. 1, both dated April 14, 1989, between Meridian Trust Company, Owner Trustee and Lessor, and Soo Line Railroad, Lessee, filed with the ICC on April 21, 1989 at 9:00 a.m. under Rec. Nos. 16303 and 16303-A, respectively, covering 21 locomotives SOO 6021 - SOO 6041.
- ii) Lease Supplement No. 2 to Lease of Railroad Equipment between Meridian Trust Company, Owner Trustee, Lessor and Lessee dated as of November 9, 1989, filed with the ICC on November 8, 1989 at 10:35 a.m. under Rec. No. 16303-D, covering 16 locomotives SOO 6042 - SOO 6057.
- iii) Lease Supplement No. 3 to Lease of Railroad Equipment between Meridian Trust Company, Owner Trustee, Lessor and Lessee dated as of December 1, 1989, filed with the ICC on December 1, 1989 at 11:30 a.m. under Rec. No. 16303-F covering 2 locomotives SOO 6058 and SOO 6059.

The Lease and Lease Supplements were subsequently assigned by Lessor to The Prudential Insurance Company of America pursuant to a Loan and Security Agreement, dated as of April 14, 1989, duly filed on the dates under the Recordation Numbers as follows:

i) Loan and Security Agreement and Supplement No. 1 to Loan and Security Agreement, both dated April 14, 1989, between Meridian Trust Company, Owner Trustee, and The Prudential Insurance Company of America, Lender, filed with the ICC on April 21, 1989 at 9:00 a.m. under Rec. Nos. 16303-B and 16303-C, respectively, covering 21 locomotives SOO 6021 - SOO 6041.

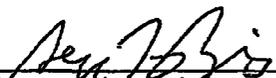
ii) Loan Supplement No. 2 to Loan and Security Agreement between Meridian Trust Company, Owner Trustee and The Prudential Insurance Company of America, Lender, dated as of November 9, 1989, filed with the ICC on November 8, 1989 at 10:35 a.m. under Rec. No. 16303-E, covering 16 locomotives SOO 6042 - SOO 6057.

iii) Loan Supplement No. 3 to Loan and Security Agreement between Meridian Trust Company, Owner Trustee and The Prudential Insurance Company of America, Lender, dated as of December 1, 1989, filed with the ICC on December 1, 1989 at 11:30 a.m. under Rec. No. 16303-G, covering 2 locomotives SOO 6058 and SOO 6059.

The Lessor does hereby authorize the filing and recording of this Notice with the United States Surface Transportation Board in order to give effect to the foregoing.

IN WITNESS WHEREOF, U.S. Bank National Association (successor in interest through mesne assignment to Meridian Trust Company, a Pennsylvania Trust Company) has caused this instrument to be executed by its officer thereunto duly authorized this 26th day of June, 2009.

U.S. Bank National Association
(successor in interest through mesne assignments to Meridian Trust Company, a Pennsylvania Trust Company), not personally but in its capacity as Owner Trustee and/or Lessor

By: 
George J. Rayzis

Title: Vice President

STATE OF PENNSYLVANIA)
) SS:
COUNTY OF PHILADELPHIA)

On this, the 26th day of June, 2009, before me, a Notary Public in and for said County and State, personally appeared George J. Rayzis, who being by me duly sworn, says that (s)he is the Vice President of U.S. Bank National Association, that said instrument was signed on June 26, 2009 on behalf of said corporation 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 corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.


Notary Public
My Commission Expires:

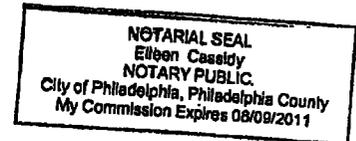


EXHIBIT A NOTICE OF TERMINATION OF LEASE

<u>Units</u>	<u>Equipment Description</u>	<u>Manufacturer.</u>	<u>Soo Line (CPR) Road No.</u>
21	3800 SD-60	EMD	6021 to 6041
16	3800 SD-60	EMD	6042 to 6057
2	3800 SD-60M	EMD	6058-6059

39 Total Units

All bearing SOO reporting marks.

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 copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

6/26/09



Robert W. Alvord