

ALVORD AND ALVORD

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

February 1, 2000

RECORDATION NO. 12989-V FILED

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

FEB 1 '00 3-05 PM

TS  
SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Lien Release and Termination Agreement, dated as of July 1, 1999, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Conditional Sale Agreement, as assigned, amended and supplemented which was previously filed with the Commission under Recordation Number 12989.

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

Secured Party: The Bank of New York  
(successor to Mercantile-Safe Deposit  
and Trust Company)  
Towermarc Plaza  
10161 Centurion Parkway  
Jacksonville, FL 32256

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

one thousand two hundred ninety-seven (1,297) railcars bearing GONX reporting marks and road numbers, being all railcars subject to the Conditional Sale Agreement, a schedule of which is attached hereto.

e.s.

Mr. Vernon A. Williams  
February 1, 2000  
Page 2

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 copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a horizontal line extending to the right from the end of the signature.

Robert W. Alvord

RWA/bg  
Enclosures

**Annex B to Conditional Sale Agreement**

<u>Type</u>	<u>Specifications</u>	<u>Quantity</u>	<u>Serial Numbers (Inclusive)</u>	<u>Estimated Time and Place of Delivery</u>
<i>The M. W. Kellogg Company (Pullman Standard Division)</i>				
52' 6" 100-ton capacity Fixed-End gondola car AAR Mechanical Designation: GB	G-1079-P 68-43-060179	1,138	350362- 351499	April-July, 1981, at Butler, Pa.
<i>Thrall Car Manufacturing Company</i>				
52' 6", 100-ton capacity Fixed-End gondola car AAR Mechanical Designation: GB	G-1079-T 68-43-060179	159	310841- 310999	March- May, 1981, at East Chicago, Indiana
		<u>1,297</u>		

LIEN RELEASE AND  
TERMINATION AGREEMENT

FEB 1 '00

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## SURFACE TRANSPORTATION BOARD

This LIEN RELEASE AND TERMINATION AGREEMENT is made as of the 1st day of July, 1999 by The Bank of New York (together with its successors and assigns, the "Agent").

RECITALS

WHEREAS, the Agent (as successor to Mercantile-Safe Deposit and Trust Company) is a party to each Conditional Sale Agreement identified on Schedule 1 hereto (individually, a "CSA" and collectively, the "CSAs"), pursuant to which the Agent holds a security interest in the units of railroad equipment described in Annex B to each of the CSAs (collectively, the "Equipment");

WHEREAS, in order to provide further security for the obligations of State Street Bank and Trust Company of Connecticut, N.A. (as successor to The Connecticut Bank and Trust Company), not in its individual capacity, but solely as Trustee (collectively, the "Owner Trustee") under the three separate Trust Agreements dated as of July 1, 1980, October 1, 1980, and February 1, 1981, respectively, under the CSAs, pursuant to three separate Assignments of Leases identified in Schedule 2 hereto (individually, an "Assignment of Lease" and collectively, the "Assignments of Lease"), the Owner Trustee assigned to the Agent for security purposes its rights in, to and under (i) the Lease of Railroad Equipment dated as of October 15, 1984, now between CSX Transportation, Inc. ("CSXT") (as successor to The Baltimore and Ohio Railroad Company) and the Owner Trustee (the "Baltimore Lease"), (ii) the Lease of Railroad Equipment dated as of October 15, 1984 now between CSXT (as successor to The Chesapeake and Ohio Railway Company) and the Owner Trustee (the "Chesapeake Lease"), and (iii) the Lease of Railroad Equipment dated as of November 15, 1984, now between CSXT (as successor to Seaboard System Railroad, Inc.) and the Owner Trustee (the "Seaboard Lease", and together with the Baltimore Lease and the Chesapeake Lease, the "Leases");

NOW, THEREFORE, the Agent agrees as follows:

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

2. The Agent hereby acknowledges and agrees that each Assignment of Lease, and all rights assigned to the Agent under the Assignments of Lease, are hereby

terminated and all estate, right, title and interest of the Agent in, to and under each of the Leases shall automatically revert to the Owner Trustee.

IN WITNESS WHEREOF, the Agent has caused this Lien Release and Termination Agreement to be executed by its duly authorized agent as of the date first above written.

THE BANK OF NEW YORK, as Agent

By: *Sharon L. Atkinson*

Name:

SHARON L. ATKINSON

Title:

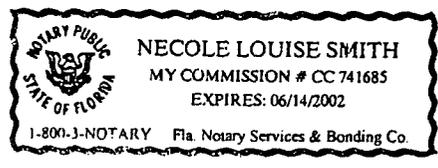
AGENT

STATE OF FLORIDA            )  
  )  
COUNTY OF DUVAL            )    ss.:

On this 1st day of July, 1999, before me personally appeared Sharon L. Atkinson, to me personally known, who, by me being duly sworn, says that she is an agent of THE BANK OF NEW YORK, and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Necole Louise Smith*  
\_\_\_\_\_  
Notary Public

My commission expires



## SCHEDULE 1

1. Conditional Sale Agreement dated as of July 1, 1980, now between the Owner Trustee and the Agent (as assignee), as assigned, amended and supplemented, which Conditional Sale Agreement was filed with the Interstate Commerce Commission ("ICC") and assigned Recordation No. 12013
2. Conditional Sale Agreement dated as of October 1, 1980, now between the Owner Trustee and the Agent (as assignee), as assigned, amended and supplemented, which Conditional Sale Agreement was filed with the ICC and assigned Recordation No. 12564
3. Conditional Sale Agreement dated as of February 1, 1981, now between the Owner Trustee and the Agent (as assignee), as assigned, amended and supplemented, which Conditional Sale Agreement was filed with the ICC and assigned Recordation No. 12989

## SCHEDULE 2

1. Assignment of Lease dated as of October 15, 1984, now between the Agent and the Owner Trustee, which Assignment of Lease was filed with the Interstate Commerce Commission ("ICC") and assigned Recordation No. 14451-A
2. Assignment of Lease dated as of October 15, 1984, now between the Agent and the Owner Trustee, which Assignment of Lease was filed with the ICC and assigned Recordation No. 14450-A
3. Assignment of Lease dated as of November 15, 1984, now between the Agent and the Owner, which Assignment of Lease was filed with the ICC and assigned Recordation No. 14475-A

District of Columbia     )  
  )  
City of Washington        )     ss:

I, ROBERT W. ALVORD, being duly sworn, do hereby certify that the attached "Lien Release and Termination Agreement", dated as of July 1, 1999, is a true and complete copy of the original therein.



\_\_\_\_\_  
ROBERT W. ALVORD

Subscribed and sworn to before me this 31st day of January 2000.



\_\_\_\_\_  
NOTARY PUBLIC

My Commission expires: March 31, 2000