

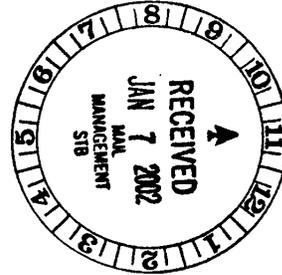
RECORDATION NO. 8038-D FILED

ELGIN, JOLIET AND EASTERN RAILWAY COMPANY 12-43 PM
SURFACE TRANSPORTATION BOARD
135 JAMISON LANE • P. O. BOX 68 • MONROEVILLE, PENNSYLVANIA 15146

Office of
Vice President - Law,
General Counsel and
Secretary

December 12, 2001

Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, NW
Washington, D.C. 20423-0001



Dear Secretary Williams:

I have enclosed one original and one copy of the documents described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a Release and Termination of Finance Agreement and Conditional Sale Agreement, a secondary document, dated December 11, 2001.

The primary document to which this is connected is recorded under Recordation Nos. 8038, 8038-A and 8038-B.

We request that this document be cross-indexed.

U.S. Railway Mfg. Co. as VENDOR

Wells Fargo Bank of Indiana, N.A. (successor in interest to The National Bank and Trust Company of South Bend and the 1st Interstate Bank of Northern Indiana, N.A.) as ASIGNEE

And

Elgin, Joliet and Eastern Railway Company, Monroeville, Pennsylvania, as VENDEE

A description of the equipment covered by this document follows:

Fifty (50) 100- ton coil cars numbered

EJE 6950-6999, inclusive.

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JAN 11 '02

12-43 PM

SURFACE TRANSPORTATION BOARD

A fee of \$28.00 is enclosed. Please return the original and any extra copies not needed by the Board for recordation to:

Elgin, Joliet and Eastern Railway
ATTN: Christopher Como
135 Jamison Lane
P.O. Box 68
Monroeville, PA 15146

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

Release and Termination of Finance Agreement and Conditional Sale Agreement between Wells Fargo Bank of Indiana, N.A. ("Wells Fargo"), successor in interest to The National Bank and Trust Company of South Bend, as Assignee and the Elgin, Joliet and Eastern Railway Company ("EJE") as Vendee, dated December 11, 2001, whereby Wells Fargo releases to EJE, its successors and assigns the railroad equipment described as Fifty (50) 100-ton coil cars numbered EJE 6950-6999, inclusive. Wells Fargo further recognizes that EJE has satisfied all rights and obligations under the Lien documents that relate to the Conditional sale Agreement and Assignment of the above mentioned cars and recorded under Recordation Nos. 8038, 8038-A and 8038-B.

Very truly yours,



Christopher T. Como
Attorney

Attachment

RECORDATION NO. 8038-D FILED

**RELEASE AND TERMINATION OF FINANCE AGREEMENT
AND CONDITIONAL SALE AGREEMENT**

JAN 11 '02

12-43 PM

SURFACE TRANSPORTATION BOARD

This is a Release and Termination of Finance Agreement and Conditional Sale Agreement, dated as of December 11, 2001, between Wells Fargo Bank, Indiana, N.A. ("Wells Fargo"), successor in interest to The National Bank and Trust Company of South Bend ("South Bend Bank") and Elgin, Joliet and Eastern Railway Company ("EJE").

WHEREAS, (1) U.S. Railway Mfg. Co. ("USR") entered into a Conditional Sale Agreement dated as of July 30, 1975 between USR as Vendor, and EJE, as Vendee and recorded at the Interstate Commerce Commission (the "ICC") on August 29, 1975 under Recordation No. 8038; (2) USR, as Assignor, entered into an Agreement and Assignment dated as of July 30, 1975, with South Bend Bank, as Assignee, and recorded at the ICC on September 3, 1975 under Recordation No. 8038-A; (3) A First Amendment to Conditional Sale Agreement dated as of July 30, 1975 between USR and EJE was recorded at the ICC on November 4, 1975 under Recordation No. 8038-B.

WHEREAS, South Bend Bank was subsequently acquired by the 1st Interstate Bank of Northern Indiana, N.A., which was subsequently acquired by Wells Fargo Bank of Indiana, N.A. as its successor in interest.

WHEREAS, Wells Fargo and EJE desire to execute this instrument to evidence for the public record the satisfaction and release of all rights and obligations of EJE under Lien Documents to the extent such Lien Documents directly relate to and were executed in conjunction with the Conditional Sale, as set forth above.

WHEREAS, Wells Fargo, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, does hereby release to EJE, its successors and assigns, the railroad equipment described in the Attachment hereto.

NOW, THEREFORE, in consideration of the premises, Wells Fargo and the EJE agree that the liens on the railroad equipment described in the Attachment hereto created by the Lien Documents to the extent such Lien Documents directly relate to and were executed in conjunction with the Conditional Sale Agreement are released.

IN WITNESS WHEREOF, Wells Fargo and EJE have executed or caused this instrument to be executed as of the date first above written.

WELLS FARGO BANK, INDIANA, N.A.

By: 
Daniel R. Jones
Its: Sr. Vice President

ELGIN, JOLIET AND EASTERN RAILWAY COMPANY

By: 
Its: Vice President - Finance and Treasurer

ATTACHMENT

Fifty (50) 100-ton coil cars numbered EJE 6950-6999, inclusive.

STATE OF INDIANA

COUNTY OF St. Joseph

Then personally appeared, the above-named Daniel R. Jones
and acknowledged the foregoing instrument to be the free act and deed of Wells Fargo
Bank, Indiana,, N.A., before me,



JUNE MEISSNER, Notary Public
St. Joseph County, State of Indiana
My Commission Expires 3-11-09

June Meissner
Notary Public - June Meissner

(Seal)

My Commission Expires:

March 11, 2009

COMMONWEALTH OF PENNSYLVANIA

ALLEGHENY COUNTY

Then personally appeared, the above-named J.A. Yokim
and acknowledged the foregoing instrument to be the free act and deed of Elgin, Joliet
and Eastern Railway Company, before me,

Patricia L. Kirk
Notary Public

(Seal)

My Commission Expires:

July 13, 2009

Notarial Seal
Patricia L. Kirk, Notary Public
Monroeville Boro, Allegheny County
My Commission Expires July 13, 2009