



RECORDATION NO. 16428-G
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SURFACE TRANSPORTATION BOARD

DLA Piper LLP (US)
203 North LaSalle Street, Suite 1900
Chicago, Illinois 60601-1293
T 312.368.4000
F 312.236.7516
W www.dlapiper.com

SUSAN G. LICHTENFELD
susan.lichtenfeld@dlapiper.com
Direct Phone: 312-368-2125
Direct Fax: 312-630-6338

November 15, 2012

VIA E-FILING

Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423
Attention: Cynthia T. Brown, Chief of the Section of Administration

Dear Ms. Brown:

Enclosed for electronic filing and recordation with the Surface Transportation Board ("STB") pursuant to the provisions of 49 U.S.C. Section 11301(a) is an executed copy of the Bill of Sale and Termination of Trust dated as of November 13, 2012 and effective as of September 13, 2012 (the "Bill of Sale") by U.S. Bank National Association (as successor in interest to Meridian Trust Company), not in its individual capacity but solely as Owner Trustee (the "Owner Trustee"), which Bill of Sale is a secondary document as defined in the STB's Rules for the Recordation of Documents. The enclosed Bill of Sale relates to (i) the Trust Agreement dated as of October 6, 1989 between the Owner Trustee and Citicorp USA, Inc., as successor Owner Participant, (ii) the locomotives described below and (iii) the filings made with the Interstate Commerce Commission (predecessor to the STB) and the STB under recordation number 16428.

The name and address of the party to the enclosed Bill of Sale is:

Owner Trustee: U.S. Bank National Association
300 Delaware Avenue, 9th floor
Wilmington, DE 19801

The rail equipment being sold and transferred by the Bill of Sale is the 30 General Electric Model Dash 8-40C 4000 HP Diesel Electric Locomotives marked CNW 8501 through CNW 8530 (both inclusive).

The required recordation fee of \$42.00 is being paid to the STB by charge to our firm account.

Kindly return a file-stamped copy of the Satisfaction and this letter to Susan G. Lichtenfeld at DLA Piper LLP (US), 203 North LaSalle Street, Suite 1900, Chicago, Illinois 60601.



Ms. Cynthia T. Brown
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Following is a short summary of the enclosed document:

Secondary Document to be Recorded

Bill of Sale and Termination of Trust dated as of November 13, 2012 and effective as of September 13, 2012 by U.S. Bank National Association (as successor in interest to Meridian Trust Company), not in its individual capacity but solely as Owner Trustee.

Documents to Which the Secondary Document Relates

The documents filed with the Interstate Commerce Commission and its successor the Surface Transportation Board under recordation number 16428.

Thank you for your attention to this request.

Very truly yours,

DLA Piper LLP (US)


Susan G. Lichtenfeld

Enclosure

BILL OF SALE AND TERMINATION OF TRUST

THIS BILL OF SALE AND TERMINATION OF TRUST (this "Termination") is made and entered into as of November 13, 2012, and effective as of September 13, 2012, by U. S. BANK NATIONAL ASSOCIATION, a national banking association (as successor-in-interest to Meridian Trust Company), not in its individual capacity but solely as successor Owner Trustee ("Owner Trustee").

1. The Owner Trustee is a party to the Trust Agreement dated as of October 6, 1989 (the "Trust Agreement") between U.S. Bank National Association (successor to Meridian Trust Company), not in its individual capacity but solely as Owner Trustee, and Citicorp USA, Inc. (successor to MNC Leasing), as Owner Participant pursuant to which the Owner Trustee agreed to acquire 30 locomotives marked CNW 8501 through CNW 8530 (both inclusive and hereinafter referred to as the "Equipment"). Capitalized terms used herein without definition have the meanings assigned to them in the Trust Agreement.

2. The Owner Trustee hereby grants, bargains, sells, transfers, conveys, assigns and releases to Citicorp USA, Inc., as successor Owner Participant, and its successors and assigns all right, title and interest of the Owner Trustee in and to the Equipment and all accessories, additions, improvements and replacements therein, "AS IS, WHERE IS" AND WITHOUT RECOURSE OR ANY REPRESENTATION OR WARRANTY OF ANY KIND WHATSOEVER, WHETHER WRITTEN, ORAL, EXPRESS OR IMPLIED, AS TO THE TITLE, MERCHANTABILITY, COMPLIANCE WITH SPECIFICATIONS, QUALITY, CONSTRUCTION, PERFORMANCE, CONDITION, DESIGN, OPERATION, FREEDOM FROM PATENT OR TRADEMARK INFRINGEMENT, ABSENCE OF LATENT DEFECTS OR FITNESS FOR USE OF THE EQUIPMENT OR ANY PART THEREOF, other than a warranty against any liens of the Owner Trustee on the Equipment. The Owner Trustee confirms and acknowledges that the Trust Agreement and the trust created thereby are hereby terminated and are of no further force or effect other than such terms therein as survive any termination of the Trust Agreement.

3. The Owner Trustee is entering into this Termination at the direction of, and solely as trustee for, Owner Participant under the Trust Agreement, and not in its individual capacity, and in no case shall the Owner Trustee be personally liable on or for any loss, claim or payment in respect of any of the statements, representations, warranties, agreements or obligations of the Owner Trustee hereunder.

4. The parties agree to record this Termination with the Surface Transportation Board to release any lien against the Trust Estate, including without limitation the Equipment, created by or arising out of the Trust Agreement.

5. This Termination may be delivered by facsimile or other electronic transmission, and such signature shall have the same force and effect as an original signature on such document.

IN WITNESS WHEREOF, the Owner Trustee has caused this Termination to be executed as of the day and year first above written.

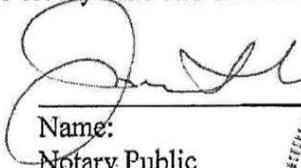
U.S. BANK NATIONAL ASSOCIATION (as
successor-in-interest to Meridian Trust Company),
not in its individual capacity but solely as Owner
Trustee

By Annette Morgan
Name: Annette Morgan
Title: Assistant Vice President

STATE OF DELAWARE)
) : SS
COUNTY OF NEW CASTLE)

On this ___ day of November, 2012, before me personally appeared Annette Morgan, to me personally known, who being by me duly sworn, says that (s)he is a Asst. Vice President of U.S. Bank National Association, a national banking association, that said instrument was signed on behalf of said national banking association 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 national banking association.

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


Name: _____
Notary Public
My Commission Expires: _____
Residing in Delaware

