

Soo Line Railroad Company



Soo Line Building
Box 530
Minneapolis, Minnesota 55440
(612) 337-7639

JEAN L. FINDORFF
Corporate Attorney

December 4, 1989

RECORDED NO. 6826 FILED 125

DEC 5 1989 12 05 PM

INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
12th & Constitution Avenue N.W.
Washington, D.C. 20423

9-333A059

RE: Documents for Recordation
Soo Line Railroad Equipment Trust of 1973
Primary Document Recordation No. 6826

Dear Secretary:

I have enclosed duly acknowledged duplicate originals of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a Termination of Equipment Trust and Lease, a secondary document, dated as of December 15, 1987.

The primary document to which this is connected is recorded under Recordation No. 6826.

The names and addresses of the parties to the document are as follows:

Trustee,
Lessor
and Vendor: First Bank National Association
200 S. Sixth Street
Minneapolis, MN 55402

Lessee: Soo Line Railroad Company, Soo Line
Building, P.O. Box 530, Minneapolis,
MN 55440

A description of the equipment covered by the document follows:

- a. 5 3000 HP Model SD 40-2, six axle, Diesel-electric locomotives. Soo Line road numbers 762-766, both inclusive.

- b. 100 50' 70-ton single-sheathed box cars with plug doors, cushion under frames, and roller bearings. Soo Line road numbers 18640-18838, both inclusive, even numbers only.
- c. 50 52' 100-ton steel covered hopper cars with gravity-pneumatic outlets and roller bearings. Soo Line road numbers 73351-73449, both inclusive, odd numbers only.
- d. 250 52' 100-ton steel covered hopper cars with gravity outlets and roller bearings. Soo Line road numbers 73451-73949, both inclusive, odd numbers only.
- e. 50 46' 100-ton triple hopper cars with pneumatic ballast doors and roller bearings. Soo Line road numbers 60831-60929, both inclusive, odd numbers only.
- f. 10 89' 70-ton wide container flat cars with roller bearings. Soo Line road numbers 54675-54693, both inclusive, odd numbers only.
- g. Three (3) 52' 6" 100-ton high side gondola cars with roller bearings, bearing Soo Line road nos. 63318, 63319 and 63320.
- h. Five (5) 50' 6" 77-ton single-sheathed box cars with roller bearings, bearing Soo Line Road Nos. 19167 to 19171, inclusive.
- i. Two (2) 52' 6" 100-ton gondola cars with 60-inch high sides, fixed ends and steel floors, Soo Line road numbers 63950 and 63951.
- j. Seven (7) 50-foot 6-inch 70-ton box cars with end-of-car cushions and 10-foot plug doors, bearing Soo Line road numbers 16930-16936, both inclusive.
- k. One (1) 52' 6" 100-ton gondola car, bearing Soo Line road number 63972.*
- l. One (1) 52' 6" 100-ton gondola car bearing Soo Line road number 64016.

*This is the one gondola car that was erroneously identified in the Supplemental Lease.

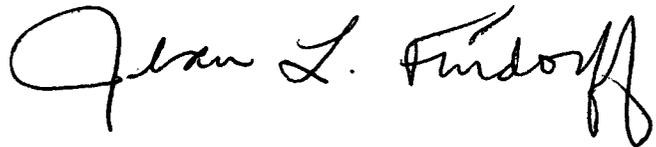
Interstate Commerce Commission
Page Three
December 4, 1989

A fee of \$15 is enclosed, in the form of a check payable to the Interstate Commerce Commission. Please return the extra originals, bearing appropriate recordation data, to Jean L. Findorff, Corporate Attorney, Soo Line Railroad Company, Soo Line Building, P.O. Box 530, Minneapolis, MN 55440.

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

Termination of Equipment Trust and Lease, dated as of December 15, 1987, to Soo Line Railroad Equipment Trust and Lease of 1973 with Recordation No. 6826, dated as of December 15, 1972, as amended, and covering the following equipment: (see list of equipment set forth above).

Very truly yours,



JLF/ljb

Enclosures

cc: J. C. Miller
T. J. Bauer
N. Drees - (First Bank)
Law Dept. File 502

JLFD.049

DEC 5 1989 12 05 PM

INTERSTATE COMMERCE COMMISSION

TERMINATION OF AGREEMENT
AND LEASE

This Termination of Agreement and Lease, dated as of December 15, 1987, by and among Soo Line Railroad Company, a corporation organized and existing under the laws of the State of Minnesota, with principal office and place of business in the Soo Line Building, City of Minneapolis, Minnesota (hereinafter sometimes called the "Company"), and First Bank National Association (formerly known as First National Bank of Minneapolis), a national banking association duly incorporated and existing under the laws of the United States of America, with its office in the City of Minneapolis, Minnesota (hereinafter called "Trustee"),

WITNESSETH

WHEREAS, J. W. Scanlan and D. R. Cadwallader, "Vendors", Company and Trustee are parties to that certain Agreement and Lease, both dated as of December 15, 1972, known as the Soo Line Railroad Equipment Trust of 1973, and covering the purchase and lease of:

- a. 5 3000 HP Model SD 40-2, six axle, Diesel-electric locomotives. Soo Line road numbers 762-766, both inclusive.
- b. 100 50' 70-ton single-sheathed box cars with plug doors, cushion under frames, and roller bearings. Soo Line road numbers 18640-18838, both inclusive, even numbers only.
- c. 50 52' 100-ton steel covered hopper cars with gravity-pneumatic outlets and roller bearings. Soo Line road numbers 73351-73449, both inclusive, odd numbers only.

- d. 250 52' 100-ton steel covered hopper cars with gravity outlets and roller bearings. Soo Line road numbers 73451-73949, both inclusive, odd numbers only.
- e. 50 46' 100-ton triple hopper cars with pneumatic ballast doors and roller bearings. Soo Line road numbers 60831-60929, both inclusive, odd numbers only.
- f. 10 89' 70-ton wide container flat cars with roller bearings. Soo Line road numbers 54675-54693, both inclusive, odd numbers only.

WHEREAS, Company and Trustee are parties to that certain Supplemental Lease of Railroad Equipment dated as of December 15, 1972, and recorded with the Interstate Commerce Commission on November 4, 1974, supplementing the Soo Line Railroad Equipment Trust of 1973 and covering the purchase and lease of three (3) 52' 6" 100-ton high side gondola cars with roller bearings, bearing Soo Line road nos. 63318, 63319 and 63320.

WHEREAS, Company and Trustee are parties to that certain Second Supplemental Lease of Railroad Equipment dated as of December 15, 1972, and recorded with the Interstate Commerce Commission on December 31, 1975, supplementing the Soo Line Railroad Equipment Trust of 1973 and covering the purchase and lease of five (5) 50' 6" 77-ton single-sheathed box cars with roller bearings, bearing Soo Line Road Nos. 19167 to 19171, inclusive.

WHEREAS, Company and Trustee are parties to that certain Third Supplemental Lease of Railroad Equipment dated as of December 15, 1972, and recorded with the Interstate Commerce Commission on April 17, 1978, supplementing the Soo Line Railroad

Equipment Trust of 1973 and covering the purchase and lease of two (2) 52' 6" 100-ton gondola cars with 60-inch high sides, fixed ends and steel floors, Soo Line road numbers 63950 and 63951;

WHEREAS, Company and Trustee are parties to that certain Supplemental Lease of Railroad Equipment dated as of December 15, 1972, and recorded with the Interstate Commerce Commission on July 16, 1979, supplementing the Soo Line Railroad Equipment Trust of 1973, and covering the purchase and lease of seven (7) 50-foot 6-inch 70-ton box cars with end-of-car cushions and 10-foot plug doors, bearing Soo Line road numbers 16930-16936, both inclusive.

WHEREAS, Company and Trustee are parties to that certain Supplemental Lease of Railroad Equipment dated February 26, 1980, ("Supplemental Lease"), and recorded with the Interstate Commerce Commission on February 29, 1980, supplementing the Soo Line Railroad Equipment Trust of 1973 and covering the purchase and lease of one (1) 52' 6" 100-ton gondola car, bearing Soo Line road number 63972; and

WHEREAS, Company and Trustee are parties to that certain Amendment to the Supplemental Lease dated as of February 26, 1980 and recorded with the Interstate Commerce Commission on March 14, 1980, which stated that the car number contained in the Supplemental Lease was in error and amended the Supplemental Lease to cover the purchase and lease of one (1) 52' 6" 100-ton gondola car bearing Soo Line road number 64016, and

WHEREAS, Company, Trustee and J.W. Scanlan and D.R. Cadwallader ("Vendors") were parties to that certain Agreement

dated as of June 16, 1986, which was filed with the Interstate Commerce Commission on February 4, 1987, whereby the Vendors resigned as Vendors and the duties and obligations of Vendors assumed by Trustee, with the Company's consent thereto; and

WHEREAS, Company has met, discharged, and cancelled all the interests of the Trustee and the holders of the Trust Certificates in the Soo Line Railroad Equipment Trust of 1973; and

WHEREAS, said Lease has been terminated and all payments made by Company have been applied and treated as purchase money for the full purchase price of said freight train cars and locomotives, and title to all such equipment has vested in the Company, and all other terms and conditions contained in the Soo Line Railroad Equipment Trust of 1973 have been fully performed by Company;

NOW, THEREFORE, the parties hereto do hereby agree as follows:

1. The Soo Line Railroad Equipment Trust of 1973 and all Supplemental Leases and Amendments thereto are hereby terminated.

2. Trustee and Vendors hereby release any and all liens, encumbrances, claims of ownership or other claims of every sort and nature which they have or may have against the following described equipment:

- a. 5 3000 HP Model SD 40-2, six axle, Diesel-electric locomotives. Soo Line road numbers 762-766, both inclusive.
- b. 100 50' 70-ton single-sheathed box cars with plug doors, cushion under frames, and roller bearings. Soo Line road numbers 18640-18838, both inclusive, even numbers only.

- c. 50 52' 100-ton steel covered hopper cars with gravity-pneumatic outlets and roller bearings. Soo Line road numbers 73351-73449, both inclusive, odd numbers only.
- d. 250 52' 100-ton steel covered hopper cars with gravity outlets and roller bearings. Soo Line road numbers 73451-73949, both inclusive, odd numbers only.
- e. 50 46' 100-ton triple hopper cars with pneumatic ballast doors and roller bearings. Soo Line road numbers 60831-60929, both inclusive, odd numbers only.
- f. 10 89' 70-ton wide container flat cars with roller bearings. Soo Line road numbers 54675-54693, both inclusive, odd numbers only.
- g. Three (3) 52' 6" 100-ton high side gondola cars with roller bearings, bearing Soo Line road nos. 63318, 63319 and 63320.
- h. Five (5) 50' 6" 77-ton single-sheathed box cars with roller bearings, bearing Soo Line Road Nos. 19167 to 19171, inclusive.
- i. Two (2) 52' 6" 100-ton gondola cars with 60-inch high sides, fixed ends and steel floors, Soo Line road numbers 63950 and 63951.
- j. Seven (7) 50-foot 6-inch 70-ton box cars with end-of-car cushions and 10-foot plug doors, bearing Soo Line road numbers 16930-16936, both inclusive.
- k. One (1) 52' 6" 100-ton gondola car, bearing Soo Line road number 63972.*
- l. One (1) 52' 6" 100-ton gondola car bearing Soo Line road number 64016.

*This is the one gondola car that was erroneously identified in the Supplemental Lease.

IN WITNESS WHEREOF, Company and Trustee have caused this instrument to be executed in their respective names by their respective officers, thereunto duly authorized, and their

respective corporate seals to be hereunto affixed and duly attested.

ATTEST:

Teresa A. Keener
Its Assistant Secretary

SOO LINE RAILROAD COMPANY

By *James A. ...*
Its SENIOR VICE PRESIDENT
& CHIEF FINANCIAL OFFICER

ATTEST:

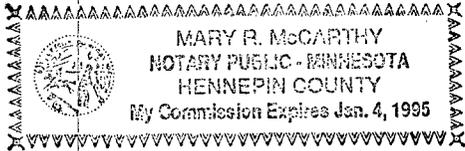
Vand ...
Its ASST Secretary

FIRST BANK NATIONAL ASSOCIATION

By *Ed ...*
Its Assistant Vice President

STATE OF MINNESOTA)
) SS.
COUNTY OF HENNEPIN)

On this 22nd day of November, 1989, before me personally appeared G. S. KESSLER, to me personally known, who, being each by me duly sworn says that she is a Assistant Vice President of the First Bank National Association, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed in 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.



Mary R. McCarthy
Notary Public
My Commission expires _____

STATE OF MINNESOTA)
) SS.
COUNTY OF HENNEPIN)

On this 29th day of November, 1989, before me personally appeared James A. Lee, to me personally known, who, being each by me duly sworn did say that he is Senior Vice President and Chief Financial Officer of the Soo Line Railroad Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Ruth D. Nelson
Notary Public
My Commission expires _____