

Soo Line Railroad Company



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

RECORDATION NO. 7684 FILED 1423

December 4, 1989

JEAN L. FINDORFF
Corporate Attorney

DEC 5 1989 - 12 03 PM
INTERSTATE COMMERCE COMMISSION

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

9-339A059

RE: Documents for Recordation
Soo Line Railroad Second Equipment
Trust of 1974
Primary Document Recordation No. 7684

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 October 1, 1989.

The primary document to which this is connected is recorded under Recordation No. 7684.

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. 12 3000 HP Model SD 40-2 Diesel-electric locomotives. Soo Line road numbers 775 to 786, both inclusive.

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- b. 84 100-ton covered hopper cars with roller bearings. Soo Line road numbers 74150 to 74233 both inclusive.
- c. 108 50'6" 77-ton single sheathed boxcars with roller bearings. Soo Line road numbers 18939 to 19046, both inclusive.
- d. 30 53'6" 70-ton flatcars with roller bearings. Soo Line road numbers 5782, 5783, 5785 to 5791, both inclusive, 5793 to 5797, both inclusive, and 5799 to 5814, both inclusive.
- e. 53 52'6" 100-ton high side gondola cars with roller bearings. Soo Line road numbers 63265 to 63317, both inclusive.
- f. 2 50-foot 6-inch 70-ton box cars with end-of-car cushions and 10-foot plug doors. Soo Line road numbers 16937 and 16938.
- g. 1 52' 6" 100-ton gondola car. Soo Line road number 64014.
- h. 1 100-ton 2200 cu. ft. open top hopper car with roller bearings. Soo Line road number 61050.

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 October 1, 1989, to Soo Line Railroad Second Equipment Trust and Lease of 1974 with Recordation No. 7684, dated as of

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October 1, 1974, as amended, and covering the following equipment:
(see list of equipment set forth above).

Very truly yours,

A handwritten signature in cursive script, appearing to read "Jean L. Finkoff". The signature is written in dark ink and is positioned to the right of the typed name "Jean L. Finkoff".

JLF/ljb

Enclosures

cc: J. C. Miller
T. J. Bauer
N. Drees - (First Bank)
Law Dept. File 504

JLFD.051

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INTERSTATE COMMERCE COMMISSION

TERMINATION OF AGREEMENT
AND LEASE

This Termination of Agreement and Lease, dated as of October 1, 1989, 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 October 1, 1974, known as the Soo Line Railroad Second Equipment Trust of 1974, and covering the purchase and lease of:

- a. 12 3000 HP Model SD 40-2 Diesel-electric locomotives. Soo Line road numbers 775 to 786, both inclusive.
- b. 84 100-ton covered hopper cars with roller bearings. Soo Line road numbers 74150 to 74233 both inclusive.
- c. 108 50'6" 77-ton single sheathed boxcars with roller bearings. Soo Line road numbers 18939 to 19046, both inclusive.

- d. 50 53'6" 70-ton flatcars with roller bearings. Soo Line road numbers 5765 to 5814, both inclusive.
- e. 53 52'6" 100-ton high side gondola cars with roller bearings. Soo Line road numbers 63265 to 63317, both inclusive.

WHEREAS, Company and Trustee are parties to that certain Supplemental Lease of Railroad Equipment dated as of July 10, 1979, and recorded with the Interstate Commerce Commission on July 16, 1979, supplementing the Soo Line Railroad Second Equipment Trust of 1974 and covering the purchase and lease of two (2) 50-foot 6-inch 70-ton box cars with end-of-car cushions and 10-foot plug doors, bearing Soo Line road nos. 16937 and 16938.

WHEREAS, Company and Trustee are parties to that certain Supplemental Lease of Railroad Equipment dated as of February 26, 1980, ("Supplemental Lease") and recorded with the Interstate Commerce Commission on February 29, 1980, supplementing the Soo Line Railroad Second Equipment Trust of 1974 and covering the purchase and lease of one (1) 52' 6" 100-ton gondola car, bearing Soo Line Road No. 64014; and

WHEREAS, Company and Trustees are parties to that certain Supplemental Lease of Railroad Equipment dated June 15, 1982, and recorded with the Interstate Commerce Commission on July 1, 1982, supplementing the Soo Line Railroad Second Equipment Trust of 1974 and covering the purchase and lease of one (1) 100-ton 2200 cu. ft. open top hopper car with roller bearings, bearing Soo Line road number 61050; 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, the Company determined that certain equipment was unsuitable or unnecessary for its use and the Company and Trustee are parties to that Release of Certain Equipment under Agreement and Lease dated October 11, 1987, whereby the following equipment was released from the Agreement and Trust, and then sold to a third party: twenty 53'6" 77-ton flat cars with roller bearings. Soo Line road numbers 5765-5781 (both inclusive), 5784, 5792 and 5798.

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 Second Equipment Trust of 1974; 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 Second Equipment Trust of 1974 have been fully performed by Company;

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

1. The Soo Line Railroad Second Equipment Trust of 1974 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. 12 3000 HP Model SD 40-2 Diesel-electric locomotives. Soo Line road numbers 775 to 786, both inclusive.
- b. 84 100-ton covered hopper cars with roller bearings. Soo Line road numbers 74150 to 74233 both inclusive.
- c. 108 50'6" 77-ton single sheathed boxcars with roller bearings. Soo Line road numbers 18939 to 19046, both inclusive.
- d. 30 53'6" 70-ton flatcars with roller bearings. Soo Line road numbers 5782, 5783, 5785 to 5791, both inclusive, 5793 to 5797, both inclusive, and 5799 to 5814, both inclusive.
- e. 53 52'6" 100-ton high side gondola cars with roller bearings. Soo Line road numbers 63265 to 63317, both inclusive.
- f. 2 50-foot 6-inch 70-ton box cars with end-of-car cushions and 10-foot plug doors. Soo Line road numbers 16937 and 16938.
- g. 1 52' 6" 100-ton gondola car. Soo Line road number 64014.
- h. 1 100-ton 2200 cu. ft. open top hopper car with roller bearings. Soo Line road number 61050.

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:

Jeresa A. Keener
Its Assistant Secretary

SOO LINE RAILROAD COMPANY

By *James A. Lee*
Its James A. Lee
Senior Vice President and
Chief Financial Officer

ATTEST:

Vincent R. Petro
Its ASST Secretary

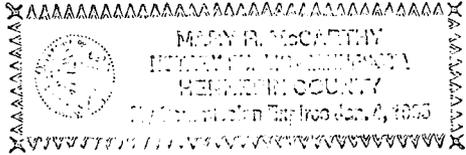
FIRST BANK NATIONAL ASSOCIATION

By *[Signature]*
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 _____