

8448-F
NOV 12 1992 - 1 10 PM
INTERSTATE COMMERCE COMMISSION

2-317A023

November 9, 1992

Interstate Commerce Commission
12th & Constitution Avenue
Washington, DC 20423
Attention: Filing Clerk

RE: Louisiana & Arkansas Railway Company

Dear Sir/Madam:

Enclosed please find an Instrument of Termination and Release.
Please have same recorded.

Thank you for your help in this matter. If you have any
questions, please do not hesitate to call me at (312) 443-2753.

Sincerely,

Gloria Torres

Gloria Torres
Paralegal

/gt
F11921.LTR

(C) [Signature]
[Signature]

NOV 10 1992

Interstate Commerce Commission
Washington, D.C. 20423

11/12/92

OFFICE OF THE SECRETARY

Gloria Torres

Paralegal

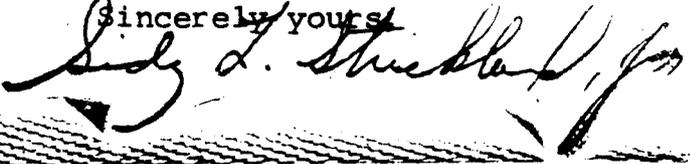
ABN Amro North America ,Inc

136 South LaSalle St.

Chicago, Illinois 60603

Dear Ms. Torres:

The enclosed document (s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 11/12/92 at 1:10pm , and assigned re-
recording number (s). 8448-F

Sincerely yours,

Secretary

SIDNEY L. STRICKLAND, JR.

Enclosure(s)

8448-F
RECORDED BY FILED 1425

NOV 12 1992 -1 10 PM

INTERSTATE COMMERCE COMMISSION

This INSTRUMENT OF TERMINATION AND RELEASE (the "Instrument") is dated as of May 15, 1992 among Louisiana & Arkansas Railway Company ("Lessee"), LaSalle National Bank (successor by merger to Exchange National Bank of Chicago), as Owner Trustee ("Owner Trustee") and American National Bank and Trust Company of Chicago ("American Bank").

RECITALS

WHEREAS, by a Conditional Sale Agreement (No. 2) dated as of June 15, 1976 between General Motors Corporation (Electro-Motive Division) ("GM") and Exchange National Bank of Chicago, as Trustee ("Exchange Bank") (the "CSA") GM agreed to construct, sell and deliver to Exchange Bank seven 3,000 horsepower SD-40-2 diesel electric locomotives number KCS 670-676 inclusive (the "Equipment");

WHEREAS, by an Agreement and Assignment (No. 2) dated as of June 15, 1976 between GM and American Bank (the "Agreement and Assignment") GM assigned its rights under the CSA to American Bank and Exchange Bank acknowledged the assignment;

WHEREAS, by a Lease of Railroad Equipment (No. 2) dated as of June 15, 1976 between Lessee and Exchange Bank (the "Lease"), Exchange Bank leased the Equipment to Lessee;

WHEREAS, by a Guaranty Agreement (No. 2) dated as of June 15, 1976 between Kansas City Southern Railway Company ("KCS") and Exchange Bank (the "Guaranty"), KCS guaranteed the obligations of Lessee under the Lease;

WHEREAS, by an Assignment of Lease and Agreement (No. 2) dated as of June 15, 1976, Exchange Bank assigned its interest in the Lease to American Bank (the "Assignment of Lease");

WHEREAS, the CSA was filed and recorded with the Interstate Commerce Commission ("ICC") on August 20, 1976 and assigned Recordation Number 8448;

WHEREAS, the Agreement and Assignment was filed and recorded with the ICC on August 20, 1976 and assigned Recordation Number 8448-A;

WHEREAS, the Lease was filed and recorded with the ICC on August 20, 1976 and assigned Recordation Number 8448-B;

WHEREAS, the Lease was filed and recorded with the ICC on August 20, 1976 and assigned Recordation Number 8448-C;

WHEREAS, the Assignment of Lease was filed and recorded with the ICC on August 20, 1976, and assigned Recordation Number 8448-D;

WHEREAS, the parties hereto desire to execute this Instrument to evidence for the public record the satisfaction and release of certain of the rights and obligations of the parties under the CSA, the Lease, the Agreement and Assignment and the Assignment of Lease.

NOW, THEREFORE, in consideration of the premises, it is agreed:

The parties hereto do hereby acknowledge and confirm for the public record the satisfaction and release of all rights and obligations of the parties arising under the CSA and the Agreement and Assignment. The parties hereto do hereby further acknowledge and confirm for the public record that all rights and obligations of the parties arising under the Lease, the Assignment of Lease and the Guaranty, except for any rights which may survive the term of the Lease, have been satisfied and released.

Lessee does hereby release its interest in the Equipment and terminates the Lease and transfers to Owner Trustee all of Lessee's interest in and to the Equipment free of all claims, rights, liens, security interest and other encumbrances created by the Lease or otherwise (except such liens as may have been created by, through or under the Owner Trustee).

American Bank does hereby release its security interest in the Equipment and transfers to Owner Trustee all of American Bank's security, title and any other rights and interests of American Bank in and to the Equipment, free of all claims, rights, liens, security interests and other encumbrances created by or retained under the CSA.

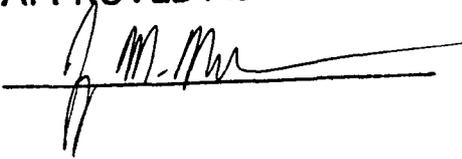
Owner Trustee will cause this instrument to be filed and recorded with the Interstate Commerce Commission pursuant to the provisions of 49 U.S.C. Section 11303.

This Instrument may be executed in two or more counterparts each of which so executed shall be deemed to be an original and such counterparts together shall constitute one original.

In Witness Whereof, the parties hereto have executed this Instrument as of the date first above written.

LOUISIANA AND ARKANSAS RAILROAD
COMPANY

APPROVED AS TO FORM



By: 

Its: Senior Vice President
of The Kansas City Southern Railway Company
successor through merger to the Louisiana and
Arkansas Railroad Company,
LASALLE NATIONAL BANK,
as Owner Trustee

By: _____

Its: _____

AMERICAN NATIONAL BANK AND TRUST
COMPANY OF CHICAGO

By: _____

Its: _____

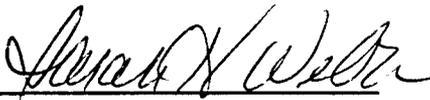
In Witness Whereof, the parties hereto have executed this Instrument as of the date first above written.

LOUISIANA AND ARKANSAS RAILROAD
COMPANY

By: _____

Its: _____

LASALLE NATIONAL BANK,
as Owner Trustee

By:  _____

Its: **VICE PRESIDENT** _____

AMERICAN NATIONAL BANK AND TRUST
COMPANY OF CHICAGO

By: _____

Its: _____

In Witness Whereof, the parties hereto have executed this Instrument as of the date first above written.

LOUISIANA AND ARKANSAS RAILROAD
COMPANY

By: _____

Its: _____

LASALLE NATIONAL BANK,
as Owner Trustee

By: _____

Its: _____

AMERICAN NATIONAL BANK AND TRUST
COMPANY OF CHICAGO, AS AGENT

By:  _____

Its: Second Vice President

STATE OF Missouri)
) ss.
COUNTY OF Jackson)

On October 7, 1992, before me MARTHA MUELLER, the undersigned Notary Public, personally appeared J. B. DENNER, personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument as SR. VICE PRESIDENT of LOUISIANA AND ARKANSAS RAILROAD COMPANY and acknowledged that he executed it.

Witness my hand and official seal.

Martha Mueller
Notary Public MARTHA MUELLER
NOTARY PUBLIC STATE OF MISSOURI
CLAY COUNTY
MY COMMISSION EXP. MAY 17, 1993

STATE OF _____)
) ss.
COUNTY OF _____)

On _____, 19__, before me _____, the undersigned Notary Public, personally appeared _____, personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument as _____ of LASALLE NATIONAL BANK and acknowledged that _____ executed it.

Witness my hand and official seal.

Notary Public

STATE OF _____)
) ss.
COUNTY OF _____)

On _____, 19__, before me _____, the undersigned Notary Public, personally appeared _____, personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument as _____ of AMERICAN NATIONAL BANK AND TRUST COMPANY OF CHICAGO and acknowledged that _____ executed it.

Witness my hand and official seal.

Notary Public

STATE OF _____)
) ss.
COUNTY OF _____)

On _____, 19__, before me _____, the undersigned Notary Public, personally appeared _____, personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument as _____ of LOUISIANA AND ARKANSAS RAILROAD COMPANY and acknowledged that _____ executed it.

Witness my hand and official seal.

Notary Public

STATE OF _____)
) ss.
COUNTY OF _____)

On _____, 19__, before me _____, the undersigned Notary Public, personally appeared _____, personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument as _____ of LASALLE NATIONAL BANK and acknowledged that _____ executed it.

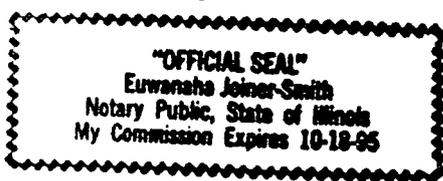
Witness my hand and official seal.

Notary Public

STATE OF ILLINOIS)
) ss.
COUNTY OF COOK)

On August 3RD, 1992, before me Ewanaha Joiner-Smith, the undersigned Notary Public, personally appeared Brian E. Terwilliger, personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument as SECOND VICE PRESIDENT of AMERICAN NATIONAL BANK AND TRUST COMPANY OF CHICAGO and acknowledged that he executed it.

Witness my hand and official seal.



Ewanaha Joiner-Smith
Notary Public

STATE OF _____)
) ss.
COUNTY OF _____)

On _____, 19__, before me _____, the undersigned Notary Public, personally appeared _____, personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument as _____ of LOUISIANA AND ARKANSAS RAILROAD COMPANY and acknowledged that ___ executed it.

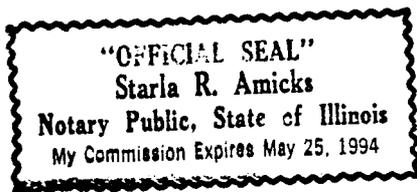
Witness my hand and official seal.

Notary Public

STATE OF Illinois)
) ss.
COUNTY OF COOK)

On August 19, 1993, before me Starla R Amicks, the undersigned Notary Public, personally appeared Sarah H. Webb, personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument as Vice President of LASALLE NATIONAL BANK and acknowledged that She executed it.

Witness my hand and official seal.



Starla R Amicks
Notary Public

STATE OF _____)
) ss.
COUNTY OF _____)

On _____, 19__, before me _____, the undersigned Notary Public, personally appeared _____, personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument as _____ of AMERICAN NATIONAL BANK AND TRUST COMPANY OF CHICAGO and acknowledged that ___ executed it.

Witness my hand and official seal.

Notary Public