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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

July 6, 2000

RECORDATION NO. 5830-A FILED

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

JUL 7 '00 11-38 AM  
TS  
SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Release of Security Interest and Satisfaction of Lease dated January 3, 1991, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the financing documents which were previously filed with the Commission under Recordation Numbers 5886 and 5830. Please file under Recordation Number 5830.

The names and addresses of the parties to the enclosed document are:

Lessor: Trust Co. for USL, Inc.  
c/o Bank of America  
555 California Street  
San Francisco, CA 94104

[Lessee: Duluth, Winnipeg and Pacific  
Railway Company]

A description of the railroad equipment covered by the enclosed document is:

400 flatcars DWC 608600 - DWC 608999

Mr. Vernon A. Williams  
July 6, 2000  
Page Two

STB  
COPY

Also enclosed is a check in the amount of \$26.00 p  
Surface Transportation Board covering the required recordati  
fee.

ie  
indexing

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RECORDATION NO. 5830-A FILED

5886-A

JUL 7 1990 11-38 AM

JAN 7 1991 -10 35 AM

TS  
SURFACE TRANSPORTATION BOARD

INTERSTATE COMMERCE COMMISSION

RELEASE OF SECURITY INTEREST AND SATISFACTION OF LEASE

(D.W.P. Trust No. 2; ICC Recordation No. 5886)

WHEREAS, under an Equipment Lease, Assignment, Chattel Mortgage And Security Agreement dated August 17, 1970 among Trust Co. for USL, Inc., Successor Trustee to George D. MacKay and Edward E. Castans, Trustees under a Trust Agreement dated as of August 17, 1970 (the "Lessor"), United States Leasing International, Inc., as agent for the Lessor, Duluth, Winnipeg and Pacific Railway Company (the "Lessee") and Cummings & Co., successor to the Canada Life Assurance Company), Sun Life Assurance Company of Canada, Egger & Co. (successor to Los Angeles County Employees Retirement Association), Ell & Co. (successor to Mutual Trust Life Insurance Company), Bankers National Life Insurance Company and Trussal & Co. (successor to Washington National Insurance Company), (collectively the "Secured Parties" and individually the "Secured Party"), Lessor leased certain railroad cars (the "Equipment") to the Lessee as shown on Schedules 1-A through 1-F; and

WHEREAS, to secure the payment of the Notes issued to each Secured Party under a Separate Loan Agreement between the Lessor and each Secured Party, the Lessor sold, conveyed, warranted, mortgaged, assigned, pledged, and granted a security interest in and hypothecated unto each Secured Party, respectively, its successors and assigns all and singularly the equipment described in each schedule attached hereto which pertain to each Separate Lender to have and hold the mortgaged Equipment granted to each Secured Party, respectively; provided that these presents were upon the express condition that when Lessor shall have caused to be paid all the indebtedness hereby secured and shall observe, keep and perform all the terms and conditions, covenants and agreements in the Loan Agreements and the Notes contained, then these presents and the estate hereby granted and conveyed shall cease; and

WHEREAS, all principal and interest on the Notes issued to each lender were paid on or about July 7, 1990 all rights, warranted, mortgaged, assigned and interest to the mortgaged equipment to the Secured Parties have been satisfied and all estate, rights, title and interest are hereby reverted to the Lessor.

NOW THEREFORE, in consideration of \$1.00 and other valuable consideration, the receipt of which is hereby acknowledged the Lessor declares the Lease to be satisfied and cancelled and does consent that the same be terminated and released from record and relinquishes unto buyer all the Trustee's right, title and interest in and to the Equipment, provided however any claim or liability of the Trustee or Lessee under the Lease arising from facts or circumstances existing prior to the Lease termination or which under the terms of the Lease is to survive termination of the Lease shall not be released or otherwise affected hereby.

The Equipment Lease, Assignment, Chattel Mortgage and Security Agreement was recorded with the Interstate Commerce Commission on November 27, 1970 and assigned ICC Recordation Number 5886..

The parties below have caused this instrument to be executed in their names by their duly authorized representatives.

(Corporate Seal)

TRUST COMPANY FOR USL, INC., Successor  
Trustee to George D. MacKay and Edward E. Castans,  
as Trustees under D.W.P. Trust No. 2

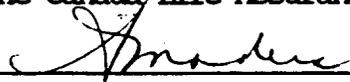
By: Desaukeman Lessor

Title: President

JAN 3 1991

(Corporate Seal)

CUMMINGS & CO., c/o Chemical Bank, Successor  
to the Canada Life Assurance Company

By: , Secured Party

Title: Assistant Vice President

(Corporate Seal)

SUN LIFE ASSURANCE COMPANY OF CANADA

By: *John N. Whelihan*, Secured Party

Title: John N. Whelihan, Assistant Vice President-  
For President

By: *Roy P. Creedon*

Title: Roy P. Creedon, Senior Associate Counsel-  
For Secretary

(Corporate Seal)

BANKERS NATIONAL LIFE INSURANCE COMPANY

By: Marion T. Dallas, Secured Party

Title: Vice President - Investment Dept.

(Corporate Seal)

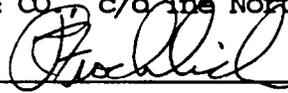
EGGER & CO., c/o Chase Manhattan Bank, Successor to  
Los Angeles County Employees Retirement Association

By: EGGER & CO., Secured Party

Title: BY: [Signature]  
A. PARTNER

(Corporate Seal)

ELL & CO. c/o The Northern Trust Company

By: 

Title: VICE PRESIDENT

(Corporate Seal)

TRUSSAL & CO., c/o National Bank of Detroit

By: *Bonnie L. Gaudet*, Lender

Title: **BONNIE L. GAUDET**  
Assistant Vice President



CORPORATE FORM OF ACKNOWLEDGEMENT

State of \_\_\_\_\_ )

ss:

County of \_\_\_\_\_ )

State of Massachusetts }  
County of Norfolk } SS

On this 29<sup>th</sup> day of August, 1990 before me appeared

John N. Whelihan and Roy P. Freedom

both to me known to be acting for the President and Secretary respectively of the Sun Life Assurance Company of Canada, the corporation that executed the annexed instrument, and acknowledged the said instrument to be the free and voluntary act and deed of said corporation, for the uses and purposes therein mentioned, and on oath stated that they were authorized to execute said instrument, and that the seal affixed is the corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

*Denise A. Auld*

Notary Public

My Commission Expires: August 6, 1993

Mtgs. 9211 (D) Ena. (2M-5-88) 52421

Printed in U.S.A.

\_\_\_\_\_  
Notary Public

(SEAL)

My commission expires:

CORPORATE FORM OF ACKNOWLEDGEMENT

State of INDIANA )

ss:

County of HAMILTON )

On this 21st day of August, 1990, before me personally appeared Marcus A. Dallas, to me personally known, who being by me sworn, says that he is Vice President-Investment Accounting of Bankers National Life Insurance Company, that the seal affixed to the foregoing instrument is the seal of said entity, that said instrument was signed and sealed on 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.

Rise Jan Cogswell  
Notary Public  
Rise Jan Cogswell

(SEAL)

My commission expires:

November 4, 1991

CORPORATE FORM OF ACKNOWLEDGEMENT

State of NY )  
County of \_\_\_\_\_ ) ss:

On this 18<sup>TH</sup> day of October, 1990, before me personally appeared John Rice, to me personally known, who being by me sworn, says that he is partner of Effer & Co that the seal affixed to the foregoing instrument is the seal of said entity, that said instrument was signed and sealed on 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.

Carlo Palermo  
Notary Public

(SEAL)

My commission expires:

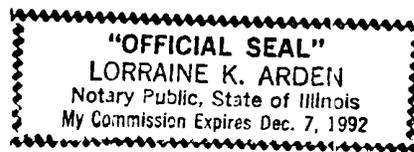
CARLO PALERMO  
Notary Public, State of New York  
No. 41-4846278  
Qualified in Queens County  
Commission Expires December 31, 1991

CORPORATE FORM OF ACKNOWLEDGEMENT

State of Illinois )  
County of Cook ) SS:

On this 26<sup>th</sup> day of October, 1990, before me personally appeared Raymond Froehlich, to me personally known, who being by me sworn, says that he is Vice President of The Northern Trust Company, that the seal affixed to the foregoing instrument is the seal of said entity, that said instrument was signed and sealed on 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.

Lorraine K. Arden  
Notary Public



(SEAL)

My commission expires:

12/7/92

CORPORATE FORM OF ACKNOWLEDGEMENT

State of Michigan )  
County of Oakland ) ss:

On this 19 day of September, 1990, before me personally appeared Bonnie L. Gaudet, to me personally known, who being by me sworn, says that he is an Assistant Vice Pres. of NBD BANK, NA, that the seal affixed to the foregoing instrument is the seal of said entity, that said instrument was signed and sealed on 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.

  
Notary Public

(SEAL)

My commission expires: **JACQUELINE M. HARRIS**  
**Notary Public, Macomb County, MI**  
**My Commission Expires April 17, 1993**

SCHEDULE 1-A

Eighty-nine (89) 70-Ton Steel Bulkhead Flatcars bearing Road Numbers  
DWC 608600 through DWC 608688, both inclusive.

Lender: Cummings & Co. c/o Chemical Bank

SCHEDULE 1-B

Eighty-nine (89) 70-Ton Steel Bulkhead Flatcars bearing Road Numbers  
DWC 608689 through DWC 608777, both inclusive.

Lender: Sun Life Assurance Company of Canada

SCHEDULE 1-C

Twenty-two (22) 70-Ton Steel Bulkhead Flatcars bearing Road Numbers  
DWC 608778 through DWC 608799, both inclusive.

Lender: Bankers National Life Insurance Company

SCHEDULE 1-D

One hundred sixty-one (161) 70-Ton Steel Bulkhead Flatcars bearing Road Numbers DWC 608800 through DWC 608960, both inclusive.

Lender: Egger & Co. c/o Chase Manhattan Bank

SCHEDULE 1-E

Twenty-two (22) 70-Ton Steel Bulkhead Flatcars bearing Road Numbers  
DWC 608961 through DWC 608982, both inclusive.

Lender: Ell & Co., c/o The Northern Trust Company

SCHEDULE 1-F

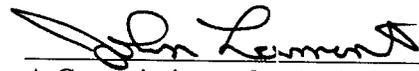
Seventeen (17) 70-Ton Steel Bulkhead Flatcars bearing Road Numbers  
DWC 608983 through DWC 608999, both inclusive.

Lender: Trussal & Co. c/o National Bank of Detroit

CANADA ) TO ALL WHOM THESE PRESENTS  
 )  
PROVINCE OF QUEBEC ) MAY COME, BE SEEN OR KNOWN  
 )  
JUDICIAL DISTRICT )  
OF MONTREAL )

I, JOHN A.N. LAMONT, a Commissioner for Oaths in and for the Province of Quebec, by the authority thereof duly appointed, residing in the City of Montreal, in the District of Montreal, in the said Province, DO HEREBY CERTIFY that the paper writing, unto which this certificate is annexed, is a true and correct copy of a **RELEASE OF SECURITY INTEREST AND SATISFACTION OF LEASE (D.W.P. Trust No. 2)** by **Trust Company for USL, Inc. and various other parties**, the same having been compared by me with the original document, an act whereof being requested I have granted under my hand and seal of office to serve and avail as occasion shall or may require.

DATED at Montreal, Quebec this 28th day of June, 2000.



A Commissioner for Oaths in and  
for all judicial districts of the  
Province of Quebec, Canada

My Commission expires: September 14, 2001

Seal: JOHN LAMONT  
Commissioner for Oaths  
Commissaire à l'Assermentation  
Province of Quebec  
Expires September 14, 1995 2001