

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
—
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

June 26, 2014

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Complete Termination of Lease and Release of Security Interests, dated as of June 17, 2014, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Commission and the Board under Recordation Number 17255.

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

Investor:	UNUM Life Insurance Company of America (successor in interest to Provident National Assurance Company) 1 Fountain Square Chattanooga, TN 37402
Owner/Lessor:	Wells Fargo Bank, National Association (as successor to Banc of America Leasing & Capital, LLC) Sixth Street and Marquette Avenue Minneapolis, MN 55479

Section Chief
June 27, 2014
Page 2

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

All railcars covered by the primary and secondary filings under Recordation Number 17255 are TERMINATED and RELEASED.

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

Complete Termination of Lease and Release of Security Interests.

Also enclosed is a check in the amount of \$44.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

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

Very truly yours,


✓ Edward M. Luria

EML/sem
Enclosures

**COMPLETE TERMINATION OF LEASE AND
RELEASE OF SECURITY INTERESTS**

WITNESSETH

WHEREAS, by Conditional Sale Agreement, dated as of February 15, 1991, as amended thereafter (the "CSA"), Bethlehem Steel Corporation ("Bethlehem") agreed to construct and sell to The Security Pacific and Trust Company, as Trustee ("Security Pacific"), under a Conditional Sale Agreement dated the same date, three hundred and fifty-five (355) coal hopper railcars with the reporting mark and road numbers GALX 91001 through GALX 91355 inclusive and 15 carsets (the "Railroad Equipment");

WHEREAS, by Agreement and Assignment, dated as of February 15, 1991 (the "Assignment") Bethlehem assigned its interests in the CSA to Security Pacific Equipment Leasing, Inc., as Owner and Lessor ("Security Pacific");

WHEREAS, by Lease of Railroad Equipment, dated as of February 15, 1991, as amended thereafter (the "Lease"), between Security Pacific and Georgia Power Company ("Georgia Power"), Security Pacific leased the Equipment to Georgia Power subject to the rights of Security Pacific under the GSA;

WHEREAS, by Assignment of Lease and Agreement, dated as of February 15, 1991 (the "Agreement"), Security Pacific assigned its rights under the Lease as Owner to Provident National Assurance Company, as Investor;

WHEREAS the CSA, the Assignment, the Lease and the Agreement were filed and recorded with the Interstate Commerce Commission on March 14, 1991 at 4:00 p.m. and assigned Recordation Numbers 17255, 17255-A, 17255-B and 17255-C, respectively.

WHEREAS, an Assignment and Assumption Agreement dated June 19, 2007 from Banc of America Leasing & Capital, LLC (as successor to Security Pacific), as Seller/Assignor, to Wells Fargo Bank, National Association ("Wells Fargo"), as Buyer/Assignee, was recorded at the Surface Transportation Board on June 20, 2007 at 2:15 p.m., under Recordation No. 17255-D (covering 327 of the original 355 railcars);

WHEREAS, Unum Life Insurance Company of America ("Unum") has succeeded to the interests of Provident National Assurance Company (and its successor, The Paul Revere Life Insurance Company), as Investor;

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

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

Unum does hereby acknowledge and confirm: (i) the full and complete satisfaction of the CSA Indebtedness and other obligations under the CSA, the Assignment, and the

Agreement; (ii) the release of all rights, obligations, and security interests in the Equipment, whether arising under the CSA, the Assignment, the Agreement, or any other instruments executed pursuant thereto or in connection therewith; and (iii) the reassignment, effective hereby, to Wells Fargo of all of the rights, title and interests of Security Pacific in the Lease and the Equipment;

Wells Fargo does hereby acknowledge and confirm, effective hereby, that the Lease and all interests thereunder have expired and the Equipment is no longer subject thereto.

This Termination may be executed in one or more counterparts, each of which shall constitute an original, and all of which together shall constitute one and the same instrument.

This instrument is to be filed and recorded with the Surface Transportation Board pursuant to the provisions of 49 U.S.C. Section 11301.

(Signatures on the following pages)

IN WITNESS WHEREOF, the parties hereto has executed this instrument as of the 17th day of June, 2014.

UNUM LIFE INSURANCE COMPANY OF AMERICA, as Investor

By: *Ben Vance*
Name: Ben Vance
Title: Vice President

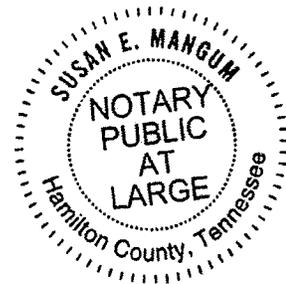
STATE OF Tennessee)
COUNTY OF Hamilton) ss:

On this 17th day of June, 2014, before me personally appeared Ben Vance, to me personally known, who, being by me duly sworn, says that he/she is a Vice President of UNUM LIFE INSURANCE COMPANY OF AMERICA, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and acknowledged that the execution of the foregoing instrument was the free act and deed of the corporation.

Susan E. Mangum
NOTARY PUBLIC

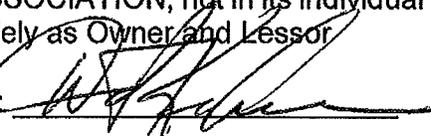
My commission expires:

2-18-2015



IN WITNESS WHEREOF, the parties hereto has executed this instrument as of the 17th day of June, 2014.

WELLS FARGO BANK NATIONAL ASSOCIATION, not in its individual capacity but solely as Owner and Lessor

By: 

Name: David J. Kuhn
Vice President

Title: _____

STATE OF North Carolina)
COUNTY OF Mecklenburg) ss:

On this 20th day of June, 2014, before me personally appeared David J. Kuhn, to me personally known, who, being by me duly sworn, says that he/she is a Vice President of WELLS FARGO BANK NATIONAL ASSOCIATION, that the foregoing instrument was signed on behalf of said national banking association by authority of its Board of Directors, and acknowledged that the execution of the foregoing instrument was the free act and deed of the corporation.


NOTARY PUBLIC

My commission expires:



CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 6/26/14

Edward M Luria
Edward M. Luria