

TERMINATION STATEMENT AND
RELEASE OF SECURITY AGREEMENT
AND PURCHASE AGREEMENT

NOV 7 1985 -10 45 AM
INTERSTATE COMMERCE COMMISSION

WHEREAS, pursuant to former Section 20c of the Interstate Commerce Act, 49 U.S.C. Section 11303, there was duly filed on March 29, 1979 at 3:15 p.m. that certain Security Agreement between Manufacturers Hanover Leasing Corporation and Cantor, Fitzgerald Equities Corp. dated as of March 22, 1979, and assigned recordation number 10237 ("Security Agreement"); and

WHEREAS, pursuant to former Section 20c of the Interstate Commerce Act, 49 U.S.C. Section 11303, there was duly filed on March 29, 1979 at 3:15 p.m. that certain Purchase Agreement dated as of March 8, 1979 between Cantor, Fitzgerald Equities Corp. and Teltrain, Inc. and assigned recordation number 10237-A; and

WHEREAS, Cantor, Fitzgerald Equities Corp. has prepaid in full all of the outstanding principal and accrued interest due and owing under the notes issued pursuant to the Security Agreement; and

WHEREAS, Manufacturers Hanover Leasing Corporation has received full payment of all outstanding debt secured by the Security Agreement; and

WHEREAS, Manufacturers Hanover Leasing Corporation now wishes to release all interest in the railroad equipment referred to in the Security Agreement, and to provide for termination of the Security Agreement and its interest in the Purchase Agreement,

NOW THEREFORE:

1. This Termination Statement and Release of Security Agreement and Purchase Agreement is presented for filing with the Interstate Commerce Commission pursuant to 49 U.S.C. Section 11303.

2. Manufacturers Hanover Leasing Corporation hereby acknowledges payment in full of the debt secured by the Security Agreement and Purchase Agreement and certifies that it no longer claims any interest in that railroad equipment referred to in the Security Agreement and bearing serial numbers CAGY 21,100-21,149 under the Security Agreement or otherwise.

3. The Security Agreement and Manufacturers Hanover Leasing Corporation's interest in the Purchase Agreement is hereby terminated.

IN WITNESS WHEREOF, Manufacturers Hanover Leasing Corporation has caused its duly authorized officer to sign his name hereto, duly attested, as of October 30, 1985.

MANUFACTURERS HANOVER LEASING CORPORATION

By: *[Signature]*
Title: Vice President

[Corporate Seal]

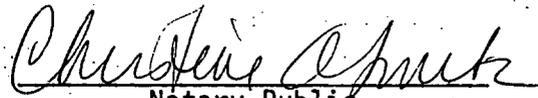
Attest:

[Signature]
Title:

Senior Vice President and Secretary

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

On the 30th day of October, 1985, before me personally appeared Jerome B. Flax, to me personally known, who being duly sworn, says that he is the Secretary of Manufacturers Hanover Leasing Corporation, that the seal affixed to the foregoing instrument is the seal of said Corporation and 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

(Notarial Seal)

My commission expires: _____

CHRISTINE A. SMITH
Notary Public, State of New York
No. 31-4506346
Qualified in New York County
Commission Expires March 30, 1987