

THE WORCESTER PLAN, INC.

2655 CAMPUS DRIVE, SUITE 200, SAN MATEO, CALIFORNIA 94403
EXECUTIVE OFFICES

AREA CODE 415
573-1200

June 9, 1989

RECORDATION NO. 10371-B FILED 1425

JUN 12 1989 -11 15 AM

INTERSTATE COMMERCE COMMISSION

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

Re: Release of Documents in connection with the Railroad Car Lease Agreement, dated as of April 15, 1979, by and between Amador Central Railroad Company and The Worcester Plan, Inc.

Gentlemen:

The Worcester Plan, Inc. has satisfied its obligations to State Mutual Life Assurance Company of America, under the Security Agreement, dated as of April 15, 1979, by and between The Worcester Plan, Inc. and State Mutual Life Assurance Company of America, in connection with the above referenced Lease Agreement. Pursuant to such satisfaction of obligations, State Mutual Life Assurance Company of America wishes to release its security interest with respect to such transaction.

Please find enclosed for recording, pursuant to the provisions of Title 49, United States Code, Section 11303, one fully executed original plus three copies of a Notice of Release of Assignment, dated May 25, 1989, from State Mutual Life Assurance Company of America.

In connection with the recording of the Notice of Release of Assignment, please note the following information:

1. Name and address of Lessor/Debtor: The Worcester Plan, Inc., 2655 Campus Drive, Suite 200, San Mateo, California 94403.
2. Name and address of Lessee: Amador Central Railroad Company, c/o Bendix Forest Products Corporation, 2740 Hyde Street, San Francisco, California 94119.
3. Name and address of Secured Party: State Mutual Life Assurance Company of America, 440 Lincoln Street, Worcester, Massachusetts 01605-1959.

2/4/AMD/060889

4. Previous filings with the Interstate Commerce Commission in connection herewith:

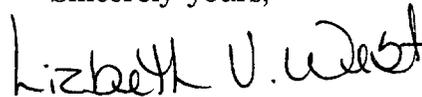
<u>Document</u>	<u>Recordation Date</u>	<u>Recordation Number</u>
Railroad Car Lease Agreement, dated as of April 15, 1979, by and between The Worcester Plan, Inc., as lessor and Amador Central Railroad Company, as lessee.	5/15/79	10371
Security Agreement, dated as of April 15, 1979, by and between The Worcester Plan, Inc., as debtor and State Mutual Life Assurance Company of America, as secured party.	6/12/79	10495

We request that the proper discharge be filed to release such security interest. Enclosed is our check in the amount of \$13.00 to record the enclosed Notice of Release of Assignment. When the recording of this document has been completed, please endorse, with the relevant recording information, the enclosed copies provided herewith and return them in the enclosed self-addressed, stamped envelope.

If you require any additional information or documentation to complete this release, please do not hesitate to contact Mr. Curt A. Schultz or the undersigned at (800) 227-6516.

Thank you for your assistance in this matter.

Sincerely yours,



Lizbeth V. West
Paralegal

lvw;2

Enclosures

cc: John P. Kavanaugh
State Mutual Life
Assurance Company of America
William D. Sewall, Esq.
Curt A. Schultz, Esq.

2/4/AMD/060889

Interstate Commerce Commission
Washington, D.C. 20423

6/13/89

OFFICE OF THE SECRETARY

Lizabeth V. West
The Worcester Plan ,Inc.
2655 Campus Drive
San Mateo, Calif. 94403

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 6/12/89 at 11:15am , and assigned recordation number(s). 10371-B

Sincerely yours,

Narita R. McGee
Secretary

Enclosure(s)

NOTICE OF RELEASE OF ASSIGNMENT

RECORDATION NO

10371-16
FILED 1485

JUN 12 1989 -11 15 AM

INTERSTATE COMMERCE COMMISSION

Amador Central Railroad Company
c/o Bendix Forest Products Corporation
2740 Hyde Street
San Francisco, California 94119

Attention: Manager, Physical Distribution
and Transportation

The Bendix Corporation
Executive Offices
Bendix Center
Civic Center Drive
Southfield, Michigan 48706

Attention: Treasury Department

Gentlemen:

Reference is made to the NOTICE OF ASSIGNMENT dated June 13, 1979 (copy attached), wherein, THE WORCESTER PLAN, INC. (the "Lessor"), notified you that it had granted a security interest to State Mutual Life Assurance Company of America (the "Secured Party") under the Security Agreement dated as of April 15, 1979 (the "Security Agreement") from the Lessor to the Secured Party in and to the Railroad Car Lease Agreement dated as of April 15, 1979 between the Lessor, as lessor, and Amador Central Railroad Company, as lessee.

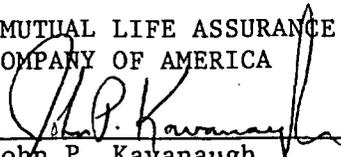
You are hereby notified by the undersigned Secured Party that each rental installment due and to become due under said Lease after the May 25, 1989 payment and the entire amount of any payment of Casualty Value payable under said Lease after said date is to be paid to the Lessor at the following address:

The Worcester Plan, Inc.
Suite 200
2655 Campus Drive
San Mateo, CA 94403
Attention: Senior Vice President
Administration

This Notice also constitutes a release by the undersigned Secured Party of the Security Agreement (as recorded June 12, 1979, Recordation No. 10495, with the Interstate Commerce Commission), Secured Party hereby confirming that the Indebtedness secured has been paid in full and that the assignment of said Lease as security under the Security Agreement is of no further force or effect.

STATE MUTUAL LIFE ASSURANCE
COMPANY OF AMERICA

By


John P. Kavanaugh
Assistant Vice President

Dated: May 25, 1989

cc: Interstate Commerce Commission

NOTICE OF ASSIGNMENT

Amador Central Railroad Company
c/o Bendix Forest Products Corporation
2740 Hyde Street
San Francisco, California 94119

Attention: Manager, Physical Distribution
and Transportation

The Bendix Corporation
Executive Offices
Bendix Center
Civic Center Drive
Southfield, Michigan 48706

Attention: Treasury Department

Gentlemen:

You are hereby notified that the undersigned, THE WORCESTER PLAN, INC. (the "Lessor"), has granted a security interest to State Mutual Life Assurance Company of America (the "Secured Party") under the Security Agreement dated as of April 15, 1979 (the "Security Agreement") from the Lessor to the Secured Party in and to the Railroad Car Lease Agreement dated as of April 15, 1979 between the Lessor, as lessor, and Amador Central Railroad Company, as lessee.

Unless and until otherwise advised in writing by the Secured Party, each rental installment due and to become due under said Lease and the entire amount of any payment of Casualty Value payable under the Lease is to be paid to the Note Purchaser in accordance with Section 18.2 of said Lease at the following address:

State Mutual Life Assurance Company
of America
440 Lincoln Street
Worcester, Massachusetts 01605
Attention: Securities

Dated: June 13, 1979 THE WORCESTER PLAN, INC.

By AP Howre
Its Vice President