



BancNewEngland Leasing Group

28 State Street • Boston, Massachusetts • Telephone: (617) 573-9000

Mailing Address:
P.O. Box 2332
Boston, MA 02107

February 8, 1988

RECORDATION NO. 10510-H FILING 1422

8-041A031

Secretary
Interstate Commerce Commission
12th & Constitution Avenue N.W.
Washington DC 20423
Attention: Room 2303

FEB 10 1988 2 25 PM
INTERSTATE COMMERCE COMMISSION

No. FEB 10 1988
Date
Fee \$ 10.00
ICC Washington, D.C.

RE: File No. 10510 - Termination of Trust

Dear Sir:

I submit for filing and recording under 49 U.S.C. Section 11303 (a) and the regulations promulgated thereunder, one enclosed executed counterpart of a document, not previously recorded, and three (3) certified copies thereof, entitled Termination of Trust dated as of July 15, 1986. The aforesaid document relates to the following documents recorded with the Interstate Commerce Commission on June 18, 1979 under Recordation No. 10510, and should be filed under the next available letter designation under Recordation No. 10510 which we believe will be 10510-H:

- Trust Indenture dated as of November 1, 1977, filed with the ICC on June 18, 1979 (10510);
- Supplemental Indenture dated as of March 15, 1979, filed with the ICC on June 18, 1979 (10510-A);
- Equipment Lease dated as of March 15, 1979, filed with the ICC on June 18, 1979 (10510-B);
- Document of Partial Release dated June 30, 1986, filed with the ICC at 9:15 A.M. on July 16, 1986 (10510-C);
- Bill of Sale and Assignment dated July 22, 1986, filed with the ICC at 2:30 P.M. on December 18, 1986 (10510-D).
- Railcar Lease Agreement dated as of October 1, 1986, filed with the ICC at 2:30 P.M. on December 18, 1986 (10510-E).

ICC OFFICE OF
THE SECRETARY

FEB 10 2 31 PM '88

MOTOR OPERATING UNIT

1396L

New England Merchants Leasing Corporation • BNE Financial Services, Inc.
CBT Leasing Corporation • BNE Capital Corporation

Regional Offices: Charlotte • Chicago • Cleveland • Dallas • Hartford • New York • Philadelphia • Pittsburgh • San Francisco • Stamford

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- Railcar Lease Agreement dated as of September 1, 1986 (10510-F).
- Railcar Operating Lease Agreement dated as of October 23, 1987 (10510-G)

The parties to the said enclosed Railcar Operating Lease Agreement are:

First Security Bank of Utah and
Thomas C. Cuthbert, Owner Trustees
79 South Main Street
Salt Lake City, Utah 84111

NEMLC Leasing Associates No. 1
28 State Street, P.O. Box 2332
Boston, MA 02109

The equipment covered in the said enclosed Railcar Lease Agreement is as follows:

<u>A.A.R.</u> <u>Mechanical</u> <u>Designation</u>	<u>Description</u>	<u>Reporting</u> <u>Marks and</u> <u>Car Nos.</u>	<u>Number</u> <u>of</u> <u>Cars</u>
LO	100 ton, roller bearing 4750 cubic foot, triple pocket, covered hopper, railroad cars	TWGX 2125-2249	125

A short summary of the document to appear in the Index is as follows:

"Termination of Trust".

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Enclosed is our check for \$10.00 in payment of the filing fee. One this filing has been made, please return to the undersigned the stamped counterpart of the document not required for filing purposes, together with the fee receipt, the letter form the ICC acknowledging the filing, and the extra copy of this letter of transmittal.

Very truly yours,



David A. Meehan
Senior Vice President
NEMLC Leasing Corporation,
General Partner of NEMLC
Leasing Associates No. 1

MAH/tp
enc.
1396L

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INTERSTATE COMMERCE COMMISSION

CERTIFICATION

I hereby certify that I have compared the original document of that certain Notice of Termination of Trust dated as of July 15, 1986 by and between NEMLC Leasing Associates No. 1 as Related Beneficiary and First Security Bank of Utah, N.A. and Thomas C. Cuthbert as Owner Trustees with the attached copy thereof, and hereby certify that the said attached copy is a true and correct copy in all respects.

In witness whereof, the undersigned has executed this certification as of the 8th day of February, 1988.

Mark A. Nelson

Notary Public
My Commission Expires
July 24, 1992

(Notarial Seal)

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INTERSTATE COMMERCE COMMISSION

NOTICE OF TERMINATION OF TRUST

July 15, 1986

FIRST SECURITY BANK OF UTAH, N.A.,
not in its individual capacity but
solely as Owner Trustee

and

Thomas C. Cuthbert, not in his
individual capacity but solely as
Owner Trustee

Gentlemen:

Reference is made to (a) the Master Trust Agreement dated as of November 1, 1977 (the "Master Trust Agreement") between Itel Corporation, Leasing Division acting as Trustor and Agent and First Security Bank of Utah, N.A. and Thomas C. Cuthbert, as Owner Trustees (the "Owner Trustees") and (b) that certain Authorization and Direction dated as of March 15, 1979 executed by Itel Corporation, Equipment Finance Division, as successor in interest to Itel Corporation, Leasing Division, as Trustor, the undersigned NEMLC Leasing Associates No. 1, as Related Beneficiary (the "Related Beneficiary") and consented to by the Owner Trustees, creating the Early & Daniel Industries, Inc. (1979) Equipment Trust No. 1 (the "Early & Daniel Industries Trust") under the Master Trust Agreement.

Pursuant to Section 9.2 of the Master Trust Agreement, the Related Beneficiary hereby notifies you that it is terminating the Early & Daniel Industries Trust, effective as of the date hereof. Pursuant to Section 9.3 of the Master Trust Agreement, you are hereby requested to execute a bill of sale and assignment to the Related Beneficiary transferring the Owner Trustees' title to, and assigning the Owner Trustees' rights and interest in, the Related Trust Estate (as defined in the Master Trust Agreement) to the Related Beneficiary including, without limitation, (i) the Equipment Lease dated as of March 15, 1979 (the "Lease") between the Owner Trustees, as Lessor and Early & Daniel Industries, Inc., as Lessee (the "Lessee") covering 125 railroad Hopper Cars as described in Certificates of Acceptance Nos. 1 and 2 executed by the Lessee pursuant to the Lease (the "Railcars") and (ii) the Railcars.

0467P

Please acknowledge your receipt of the foregoing notice and your confirmation of the termination of the Early & Daniel Industries Trust by executing and returning an enclosed counterpart of this Notice of Termination of Trust to the undersigned.

Very truly yours,

NEMLC LEASING ASSOCIATES NO. 1
as Related Beneficiary
By NEMLC LEASING CORPORATION,
general partner

[SEAL]

By: *Philip M. ...*

Title: Senior Vice President

Receipt of the foregoing Notice of Termination of Trust is hereby acknowledged and the undersigned confirms that the above-referenced Trust has been terminated effective as of the date first above written.

FIRST SECURITY BANK OF UTAH, N.A.,
not in its individual capacity but
solely as Owner Trustee

[SEAL]

By: *Dorain Leggett Stewart*

Title: Asst. Trust Officer

THOMAS C. CUTHBERT, not in his
individual capacity but solely
as Owner Trustee

Randy R. M. ...
Attorney-in-Fact

CORPORATE ACKNOWLEDGMENT

COMMONWEALTH OF MASSACHUSETTS
COUNTY OF SUFFOLK, ss.

On this 15th day of December 1986, before me personally appeared Philip Sternstein, to me personally known, who being by me duly sworn says that he is and at the time of execution of the foregoing instrument was, the Senior Vice President of NEMLC Leasing Corporation, that the seal affixed to the foregoing instrument is the corporate 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.

[Seal]

Mark G. Helman
Notary Public
My Commission Expires: 7/24/92

CORPORATE ACKNOWLEDGMENT

STATE OF UTAH
COUNTY OF SALT LAKE, ss.

On this 18th day of Dec 1986, before me personally appeared Dorian L. Shaw, to me personally known, who being by me duly sworn says that she is and at the time of execution of the foregoing instrument was, the Assistant Trust Officer of First Security Bank of Utah, N.A., that the seal affixed to the foregoing instrument is the corporate 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 she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Seal]

Elizabeth M. Webb
Notary Public
My Commission Expires: MAY 31 1989

STATE OF UTAH
COUNTY OF SALT LAKE, ss.

On this 18th day of Dec, 1986 before me personally appeared Randy R. Marchant, Attorney-in-Fact for Thomas C. Cuthbert, to me known to be the person described in and who executed the foregoing instrument and he acknowledged that he executed the same as his free act and deed.

Elizabeth M. Webb
Notary Public
My Commission Expires: MAY 31 1989

[Seal]