

B13
13858-B

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

LAW OFFICES
ALVORD AND ALVORD

OF COUNSEL
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200 WORLD CENTER BUILDING

918 SIXTEENTH STREET, N.W.

WASHINGTON, D.C.

20006-2973
(202) 393-2266

INTERSTATE COMMERCE COMMISSION

MAILING ADDRESS
"ALVORD"

DEC 9 1988 4:30 PM

TELEX
440367 A AND A

RECORDATION NO. 13858-B Filed 12/9/88

TELEFAX
(202) 393-2156

* ALSO ADMITTED IN NEW YORK
* ALSO ADMITTED IN OHIO
* ALSO ADMITTED IN MARYLAND

December 9, 1988

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

8-344A078
No.

DATE DEC 9 1988

Fee \$ 13.00

ICC Washington, D.C.

DEC 9 1988
RECEIVED
FBI
COMMUNICATIONS SECTION

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two fully executed copies of a Release dated December 9, 1988, a secondary document as defined in the Commission's Rules for the Recordation of Documents (49 C.F.R. Section 1177).

The enclosed document relates to the Railcar Mortgage and Security Agreement dated as of November 24, 1982 between MLL Equipment Investors - I and Citibank, N.A., as amended by First Amendment dated as of February 1, 1988 to Railcar Mortgage and Security Agreement dated November 24, 1982, which were duly filed and recorded on December 1, 1982 and April 6, 1988 and assigned Recordation Numbers 13858 and 13858-A. Such First Amendment was also recorded on April 6, 1988 under Recordation Number 13447-B.

The name and address of the party executing the enclosed document are:

Citibank, N.A.
450 Mamaroneck Avenue
Harrison, New York 10528

A description of the railroad equipment covered by the enclosed document is set forth in Schedule A attached hereto and made a part hereof.

Also enclosed is a check in the amount of \$13 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

[Handwritten signature: C.T. Kappler]

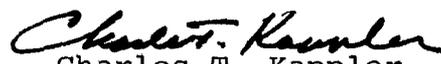
Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
December 9, 1988
Page Two

Kindly return a stamped copy of the enclosed document to
Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth
Street, N.W., Washington, D.C. 20006.

A short summary of the enclosed secondary document to
appear in the Commission's Index is:

Release dated December 9, 1988 executed by
Citibank, N.A. covering 230 covered hopper cars.

Very truly yours,


Charles T. Kappler

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

12/12/88

OFFICE OF THE SECRETARY

Charles T. Kappler
Alvord & Alvord
918 16th St. N.W.
Washington, D.C. 20006

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 12/9/88 at 4:30pm, and assigned recordation number(s). 13858-B & 14771-A

Sincerely yours,

Nerita L. McLee

Secretary

Enclosure(s)

13750-10
4.00

SCHEDULE A

- I. Two hundred thirty (230) 55'-33" 4750 cubic foot, 100 ton, welded, Tripple Hopper, Center Sill, Trough Hatch, Covered Hopper Cars (the "Railcars"), manufactured by Ingalls Industrial Products Division of Litton Industries, Inc. (i) AAR Mechanical Designation LO; (ii) A.A.R. Car Type Code L153; (iii) Road Initials and Numbers RUSX 5301-5326, RUSX 5377-5382, RUSX 5327-5376, RUSX 5384-5419, RUSX 5421-5422, RUSX 5424-5438, RUSX 5440-5450, RUSX 5451-5486, RUSX 5488-5506, RUSX 5507-5528, RUSX 5383, RUSX 5420, RUSX 5423, RUSX 5487, RUSX 5529-5531 (all inclusive).

GRCS.

INTERSTATE COMMERCE COMMISSION

RELEASE

DEC 9 1988 4:30 PM

RECORDATION NO. 13858-B Filed 1425

KNOW ALL MEN BY THESE PRESENTS, that Citibank, N.A. ("Lender") as the secured party under the Master Security Agreement dated as of November 24, 1984, as amended by the First Amendment thereto dated as of December 1, 1982, the Second Amendment thereto dated as of February 1, 1988 and the Third Amendment thereto dated as of December 9, 1988 (the "Security Agreement"), made between the Lender and MLL Equipment Investors-I, a New York limited partnership (the "Grantor"), and under the Railcar Mortgage and Security Agreement dated as of November 24, 1982, as amended by the First Amendment thereto dated as of February 1, 1988 (the "Railcar Mortgage"), as filed on the books and records of the Interstate Commerce Commission, Recordation No. 13447-B, No. 13858 and No. 13858-A, also made between the Lender and the Grantor, for and in consideration of ten dollars, and for other good and valuable consideration, receipt of which is hereby acknowledged, does hereby grant, convey, and release unto the Grantor all of the right, title, security or other interest, claim or demand whatsoever that the Lender may have acquired in, through or by the Security Agreement and the Railcar Mortgage to any and all Collateral (as defined in the Railcar Mortgage), including without limitation, each and all of the following:

- I. Two hundred thirty (230) 55'-33" 4750 cubic foot, 100 ton, welded, Tripple Hopper, Center Sill, Trough Hatch, Covered Hopper Cars (the "Railcars"), manufactured by Ingalls Industrial Products Division of Litton Industries, Inc. (i) AAR Mechanical Designation LO; (ii) A.A.R. Car Type Code L153; (iii) Road Initials and Numbers RUSX 5301-5326, RUSX 5377-5382, RUSX 5327-5376, RUSX 5384-5419, RUSX 5421-5422, RUSX 5424-5438, RUSX 5440-5450, RUSX 5451-5486, RUSX 5488-5506, RUSX 5507-5528, RUSX 5383, RUSX 5420, RUSX 5423, RUSX 5487, RUSX 5529-5531 (all inclusive).
- II. All of the Grantor's right, title and interest in, to and under any leases and agreements, including the Management Agreement, by and between the Grantor and United States Rail Services, Inc. dated August 12, 1985, covering the aforesaid Railcars (all such leases and agreements being hereinafter referred to as the "Leases"), to which the aforesaid Railcars have been subject, including, without limitation:
 - a. the immediate or continuing right to receive any rents, payments or indemnities under the Leases; and

- b. all proceeds, including, without limitation, insurance proceeds, under the Leases.

IN WITNESS WHEREOF, the Lender, as secured party, has caused this Release to be executed by its duly authorized officer this 9th day of December, 1988.

CITIBANK, N.A.

By: 

Name: Ronald W. Katawucke

Title: V.P.

STATE OF NEW YORK)
 : SS.:
COUNTY OF WESTCHESTER)

On this 8th day of December, 1988, before me personally appeared RONALD N. PATNAUDE, to me personally known, who being duly sworn, says that he is a VICE PRESIDENT of Citibank, N.A., a national banking association, that the foregoing instrument was signed on behalf of Citibank, N.A. by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of Citibank, N.A.

IN TESTIMONY WHEREOF, witness my hand and notarial seal.



Notary Public

My Commission expires on: 11/30/89

ROBERT R. GOLDBERG
Notary Public, State of New York
No. 4690571
Qualified in Westchester County
Commission Expires November 30, 1989