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EDWARD H. MAHLA
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M. E. DEORCHIS
DAVID P. H. WATSON
RICHARD G. ASHWORTH
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RICHARD B. BARNETT
MAURICE L. NOYER
SANFORD C. MILLER
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THOMAS R. H. HOWARTH
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R. GLENN BAUER
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JAMES J. SENTNER, JR.*
RANDAL R. CRAFT, JR.
WILLIAM J. HONAN III
CHESTER D. HOOPER
EMIL A. KRATOVIL, JR.
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CARROLL E. DUBUC
RESIDENT PARTNER WASHINGTON

RALPH E. CASEY
JOHN W. McCONNELL, JR.
OF COUNSEL WASHINGTON

*ALSO ADMITTED TO PRACTICE IN NEW JERSEY

Changed to D

RECORDATION NO. 121392 Filed 1420

OCT 30 1980 3 30 PM

INTERSTATE COMMERCE COMMISSION

October 30, 1980

No. 0-304A016

Date OCT 30 1980

Fee $ 10.00

ICC Washington, D. C.

OCT 30 3 26 PM '80
I.C.C.
FEE OPERATION BR.

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

GENERAL ELECTRIC CREDIT CORPORATION
FINANCING OF RAIL EQUIPMENT
LEASED TO BOSTON AND MAINE CORPORATION
Our file: 4184-64

Dear Sir:

We are special counsel for General Electric Credit Corporation ("GECC"), and we enclose for filing three counterparts of a Release and Discharge dated October 23, 1980 (the "Release and Discharge") from Portec, Inc. (Railcar Division) (the "Builder") to Robert W. Meserve and Benjamin H. Lacy, Trustees for the Property of the Boston and Maine Corporation, Debtor (the "Lessee"), and First Security Bank of Utah, N.A., not in its individual capacity but solely as Owner Trustee (the "Owner Trustee") under a Trust Agreement dated as of January 15, 1980 for the benefit of GECC. The Release and Discharge relates to the following equipment:

> 50 30,000 cubic foot, 100-ton covered hopper cars, Portec Specifications No. H-100-780626, bearing identifying numbers BM 5250 through BM 5299.

The aforementioned equipment is covered by a Purchase Agreement dated as of January 15, 1980 between the Builder and the Lessee, and an Agreement and Assignment relating thereto dated as of January 15, 1980 among the Builder, the Owner Trustee and the Lessee, both of which

agreements were recorded with the Interestate Commerce Commission on August 28, 1980 at 11:35 A.M., pursuant to the provisions of 49 U.S.C. § 11303 and assigned Recordation Nos. 12139 and 12139-A, respectively.

The relevant addresses for each of the parties to the transaction are as follows:

Builder:

Portec, Inc. (Railcar Division)
1800 Century Boulevard
Atlanta, Georgia 30345

Owner Trustee:

First Security Bank of Utah, N.A.,
as Owner Trustee
79 South Main Street
Salt Lake City, Utah 84111
Attention: Trust Department,
Corporate Trust Division

GECC:

General Electric Credit Corporation
P.O. Box 8300
Stamford, Connecticut 06904
Attention: Manager, Operations
Leasing & Industrial Loans

Lessee:

Boston and Maine Corporation
Iron Horse Park - High Street North
Billerica, Massachusetts 01862
Attention: Vice President - Equipment

Also enclosed is our check payable to the Interstate Commerce Commission to cover the prescribed filing fees.

Please return all additional copies of the enclosed counterparts not required for filing by the Interstate Commerce Commission to Mr. Schneider of our Washington Office.

Very truly yours,

HAIGHT, GARDNER, POOR & HAVENS

By Thomas J. Whalen

TJW:gt
Encs.

Interstate Commerce Commission

Washington, D.C. 20423

10/30/80

OFFICE OF THE SECRETARY

Thomas J. Whalen
Haight, Gardner, Poor & Havens
One State Street Plaza
New York, N.Y. 10004

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 10/30/80 at 3:30pm, and assigned recordation number(s). 12139-C

Sincerely yours,

Agatha L. Mergenovich

Agatha L. Mergenovich
Secretary

Enclosure(s)

SE-30
(7/79)

Changed to

RECORDATION NO. 12132-B D

OCT 30 1980 -3 30 PM

INTERSTATE COMMERCE COMMISSION

RELEASE AND DISCHARGE

This Release and Discharge dated October 23, 1980 from PORTEC, Inc. (RAILCAR DIVISION) (the "Builder") to ROBERT W. MESERVE and BENJAMIN H. LACY, Trustees for the Property of the Boston and Maine Corporation, Debtor (the "Lessee"), and FIRST SECURITY BANK OF UTAH, N.A., not in its individual capacity but solely as owner trustee (the "Owner Trustee") under a Trust Agreement dated as of January 15, 1980 for the benefit of General Electric Credit Corporation.

W I T N E S S E T H :

WHEREAS, the Builder by a Purchase Agreement dated as of January 15, 1980 (the "Purchase Agreement"), between the Builder and the Lessee, as assigned by the Lessee to the Owner Trustee by an Agreement and Assignment dated as of January 15, 1980 (the "Agreement and Assignment") among the Builder, the Owner Trustee and the Lessee, retained security interest in certain railroad equipment (the "Collateral") manufactured by it, as more particularly described in Schedule A attached hereto, as security for the payment of the purchase price of the Collateral; and

WHEREAS, the Purchase Agreement was filed and recorded with the Interstate Commerce Commission on August 28, 1980 at 11:35 a.m. pursuant to the provisions of 49 U.S.C. § 11303 and was assigned Recordation No. 12139 and the Agreement and Assignment was similarly filed and recorded on August 28, 1980 at 11:35 a.m. and was assigned Recordation No. 12139A; and

WHEREAS, the purchase price of the Collateral and all other sums secured by the Purchase Agreement, as amended by the Agreement and Assignment, have been paid in full.

NOW, THEREFORE, in consideration of the premises and of the sum of $1.00 and other good and valuable consideration, the receipt whereof is hereby acknowledged and in pursuance of the terms and provisions of the Purchase Agreement, as assigned and amended by the Agreement and Assignment, the Builder hereby releases and relinquishes any and all right, title, interest, claim or demand of the Builder in and to the Collateral arising by, through or under the Purchase Agreement, as assigned and amended by the Assignment and Amendment, and further authorizes this Release and Discharge to be filed with and recorded by the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 in order to discharge the Purchase Agreement, as assigned and amended by the Agreement and Assignment, and to satisfy the same of record.

IN WITNESS-WHEREOF, the Builder has caused this instrument to be executed all as of the date and year first above written.

PORTEC, Inc. (RAILCAR DIVISION)

By _____
Title: Vice President

(Corporate Seal)

_____
Secretary

DESCRIPTION OF COLATERAL

-50-

3,000 cubic foot, 100-ton covered hopper cars, Portec Specifications No. H-100-780626, bearing identifying numbers BM 5250 through BM 5299, both inclusive.

SCHEDULE A

(To Release and Discharge)

STATE OF ILLINOIS)
) ss.:
COUNTY OF DU PAGE)

On this 23RD day of October, 1980, before me personally appeared T. J. Vesa, to me personally known, who, being by me duly sworn, says that he is a Vice President of PORTEC, Inc. (RAILCAR DIVISION), that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of this board of directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Carol L. Stewart
Notary Public

MY COMMISSION EXPIRES SEPT. 10, 1983

(SEAL)