

RECORDATION NO. 9605-5 Filed 1984

LAW OFFICES OF

DECHERT PRICE & RHODS

AUG 2 1984 - 3 22 PM

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INTERSTATE COMMERCE COMMISSION
WASHINGTON, D.C. 20423
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AUG 2 1984 - 3 22 PM

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INTERSTATE COMMERCE COMMISSION August 2, 1984

No. _____

Date AUG 2 1984

Fee \$ 30.00

ICC Washington, D.C.

RECORDATION NO. 9605-T Filed 1984

AUG 2 1984 - 3 22 PM

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

Dear Secretary Bayne:

Pursuant to 49 U.S.C. § 11303 and the rules and regulations, I enclose for filing and recordation the following documents:

- (1) Partial Loan Termination Agreement dated July 27, 1984 by and among First National Bank and Trust Company, First Peoples Bank of New Jersey, First State Bank (formerly West Side Bank), Hazelton National Bank and Girard Leasing Corporation;
- (2) Unconditional Release dated August 1, 1984 by and among First National Bank and Trust Company, First Peoples Bank of New Jersey, First State Bank (formerly West Side Bank), Hazelton National Bank and Girard Leasing Corporation; and
- (3) Bill of Sale dated August 1, 1984 between Girard Leasing Corporation and Helm Financial Corporation.

These documents relate to boxcars subject to a Loan Modification and Moratorium Agreement among First National Bank and Trust Company, First Peoples Bank of New Jersey, First State Bank (formerly West Side Bank), Hazelton National Bank (Lenders) and Girard Leasing Company (Debtor) dated November 18, 1980, filed with the Commission on November 21, 1980, and assigned Recordation Number 9605-J and subsequent amendments.

The names and addresses of the parties to the aforementioned documents to be filed are:

- (1) Partial Loan Termination and Unconditional Release

*Enclosure for 3 -
Kurtine E. Wilhelm*

ICC OFFICE OF THE SECRETARY
AUG 2 3 12 PM '84
MOTOR OPERATING UNIT

James H. Bayne, Secretary
August 2, 1984
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(a) Lenders:

First National Bank and Trust Company
P.O. Box 391
Waynesboro, Pennsylvania 17268

First Peoples Bank of New Jersey
Cuthbert and MacArthur Drive
Haddon Township, New Jersey 08108

First State Bank
(formerly West Side Bank)
101 North Main Street
Scranton, Pennsylvania 18504

Hazelton National Bank
Broad and Laurel Streets
Hazelton, Pennsylvania 18201

(b) Debtor:

Girard Leasing Corporation
3 Girard Plaza
Philadelphia, Pennsylvania 19101

(2) Bill of Sale

(a) Vendor:

Girard Leasing Corporation
3 Girard Plaza
Philadelphia, Pennsylvania 19101

(b) Purchaser:

Helm Financial Corporation
One Embarcadero Center
Suite 3320
San Francisco, California 94111

The documents relate to the following boxcars:

Thirty-eight (38) 50'6" 70-ton
XM rated boxcars bearing the Road
Numbers listed on Attachment A

James H. Bayne, Secretary
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Please file the Partial Loan Termination Agreement, Unconditional Release, and Bill of Sale, cross-indexing them under the names of the Lenders/Debtor and Vendor/Purchaser. A check is enclosed for \$30.00 as prescribed pursuant to 49 C.F.R. § 1177.3(c).

Please stamp all of the originals and copies of the documents and the attached copies of the transmittal letter with your official recording stamp. You will wish to retain one original and one copy of each document and the original of the transmittal letter for your file. Please return the remaining originals and copies to the bearer of this letter.

Sincerely,



Robert M. Clark

SMB:dcj
Enclosures

RECORDATION NO. 9665-S Filed 1425

AUG 2 1984 - 3 22 PM

INTERSTATE COMMERCE COMMISSION

UNCONDITIONAL RELEASE

KNOW ALL MEN BY THESE PRESENTS that FIRST NATIONAL BANK AND TRUST COMPANY, FIRST PEOPLES BANK OF NEW JERSEY, FIRST STATE BANK and HAZELTON NATIONAL BANK ("Lenders"), for good and valuable consideration, receipt of which is hereby acknowledged, and each intending to be legally bound, on behalf of themselves and their affiliates, successors and assigns, hereby remise, release, acquit and forever discharge GIRARD LEASING CORPORATION and its successors assigns and affiliates, of and from any and all claims, actions, causes of action, proceedings, controversies and liabilities of any kind and nature arising from or related to a LOAN MODIFICATION AND MORATORIUM AGREEMENT dated as of November 19, 1980, as amended, by and between Lenders and GIRARD LEASING CORPORATION, and certain notes, security agreements and assignments of lease referred to therein with respect to the railroad boxcars ("Boxcars") identified on Schedule "A" attached hereto.

FIRST NATIONAL BANK AND TRUST COMPANY

By Donald E. Bollinger
Title: Spec. Vice Pres.

FIRST PEOPLES BANK OF NEW JERSEY

By William J. ...
Title: Vice President & Controller

FIRST STATE BANK

By Stephen R. ...
Title: VP

HAZELTON NATIONAL BANK

By Arthur A. Tarone VP
Title:

DATED: 8/1/84

Schedule "A"
Unconditional Release

<u>QUANTITY</u>	<u>PROPERTY DESCRIPTION</u>	<u>SERIAL NUMBER</u>
38	50'6" 70-ton railroad boxcars (Type XM)	SFLC 900000, 900001, 900002, 900003, 900005, 900006, 900007, 900008, 900009, 900010, 900011, 900013, 900015, 900016, 900017, 900018, 900020, 900021, 900022, 900024, 900025, 900029, 900031, 900032, 900033, 900035, 900036, 900037, 900038, 900039, 900041, 900042, 900044, 900045, 900046, 900048, 900049, 900050

STATE OF PENNSYLVANIA :
COUNTY OF *Philadelphia* :
~~FRANKLIN~~ :

On this *1st* day of *August*, 1984, before me appeared *Donald E. Bollinger* to me personally known, who being by me duly sworn, says that he is the *Exec. Vice Pres.* of FIRST NATIONAL BANK AND TRUST COMPANY, a Pennsylvania banking corporation, that the foregoing instrument was signed on behalf of said Bank by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was and remains the free act and deed of said Bank.

Eileen M. Wawrzynek
Notary Public

My Commission Expires:

EILEEN M. WAWRZYNEK
Notary Public, Phila., Phila. Co.
My Commission Expires March 28, 1988

[Notarial Seal]

STATE OF Pennsylvania :
~~NEW JERSEY~~ :
COUNTY OF Philadelphia :
~~CAMDEN~~ :

On this 1st day of August, 1984, before me appeared William T. Moyer to me personally known, who being by me duly sworn, says that he is the Vice Pres & Comptroller of FIRST PEOPLES BANK OF NEW JERSEY, a New Jersey banking corporation, that the foregoing instrument was signed on behalf of said Bank by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was signed on behalf of said Bank by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was and remains the free act and deed of said Bank.

Eileen M. Wawrzyniak
Notary Public

My Commission Expires:
EILEEN M. WAWRZYNEK
Notary Public, Phila., Phila. Co.
My Commission Expires March 28, 1988

[Notarial Seal]

STATE OF PENNSYLVANIA :
COUNTY OF Philadelphia :
~~LACKAWANNA~~ :
:

On this 1st day of August, 1984, before me appeared David Phaneuf to me personally known, who being by me duly sworn, says that he is the Vice President of FIRST STATE BANK (formerly West Side Bank), a Pennsylvania bank, that the foregoing instrument was signed on behalf of said Bank by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was and remains the free act and deed of said Bank .

Eileen M. Wawrzynek
Notary Public

My Commission Expires:

[Notarial Seal]

EILEEN M. WAWRZYNEK
Notary Public, Phila., Phila. Co.
My Commission Expires March 28, 1988

STATE OF PENNSYLVANIA :
COUNTY OF Philadelphia :
~~LUZERNE~~ :

On this 1st day of August, 1984, before me appeared
Arthur Q. Tarone to me personally known, who being
by me duly sworn, says that he is the Vice President
of HAZELTON NATIONAL BANK, a Pennsylvania banking corporation,
that the foregoing instrument was signed on behalf of said
Bank by authority of its Board of Directors, and he acknowledged
that the execution of the foregoing instrument was and remains
the free act and deed of such Bank.

Eileen M. Wawrzynek
Notary Public

My Commission Expires:

EILEEN M. WAWRZYNEK
Notary Public, Phila., Phila. Co.
My Commission Expires March 28, 1988

[Notarial Seal]