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LAW OFFICES OF
DECHERT PRICE & RHOADS
888 17th STREET, N. W.
WASHINGTON, D. C. 20006

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RECORDATION NO. *9630-L* Filed 1428

MAR 31 1982 -2 15 PM

INTERSTATE COMMERCE COMMISSION

ELEVEN BROADWAY
NEW YORK, N. Y. 10004
425-3510

ONE DENVER PLACE
SUITE 1601
999 18TH STREET
DENVER, CO. 80202
(303) 623-1777

800 NORTH THIRD STREET
HARRISBURG, PA. 17102
(717) 233-7947

RECORDATION NO. *9630-K* Filed 1428
MAR 31 1982 -2 15 PM

INTERSTATE COMMERCE COMMISSION

March 31, 1982

2-090A023

No. **MAR 3**
Date.....
Fee \$ *21.00*
ICC Washington, D. C.

Agatha L. Mergenovich, Secretary
Interstate Commerce Commission
12th and Constitution Ave., N.W.
Washington, D.C. 20423

Dear Secretary Mergenovich:

Pursuant to 49 U.S.C. § 11303 and the Commission's rules and regulations, I enclose for filing and recordation five originals of the following documents:

- (1) Loan Termination Agreement; and
- (2) Unconditional Release relating to Loan Termination Agreement;

both dated March 31, 1982 by and between American Security Bank, N.A. and Girard Leasing Corporation.

These documents relate to boxcars subject to a Loan Modification and Moratorium Agreement by and between American Security Bank, N.A. (Lender) and Girard Leasing Company (Debtor) dated October 17, 1980, revised as of October 28, 1980, and filed with the Commission October 30, 1980 and assigned Recordation Number 9630-C.

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

(a) Lender:

American Security Bank, N.A.
1501 Pennsylvania Avenue, N.W.
Washington, D.C. 20013

(b) Debtor:

Girard Leasing Corporation
3 Girard Plaza
Philadelphia, PA 19101

Christine E. Wilhelm

Agatha L. Mergenovich, Secretary
March 31, 1982
Page Two

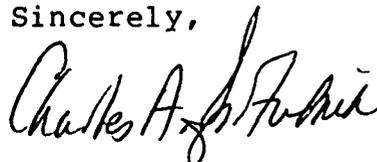
The Loan Termination Agreement and Unconditional Release relate to the following boxcars:

Ninety-four (94) 50'6" 70-ton XM rated boxcars manufactured by Southern Iron and Equipment Co., a Division of Evans Transportation Company, and bearing Road Numbers SFLC 900051-900100 and SFLC 900101-900144 (each number inclusive).

Please file the Loan Termination Agreement and Unconditional Release, cross-indexing them under the names of the Lender and Debtor. A check is enclosed for \$20.00 as prescribed pursuant to 49 C.F.R. § 1116.3(d).

Please stamp all copies of the Loan Termination Agreement and Unconditional Release and the attached copies of the transmittal letter with your official recording stamp. You will wish to retain one original of each document and the original of the transmittal letter for your file. Please return the duplicate originals of the Loan Termination Agreement and Unconditional Release and the transmittal letter to the bearer of this letter.

Sincerely,



Charles Spitulnik

CS/slk
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

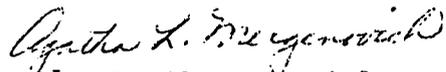
March 31, 1982

Charles Spitulnik
Dechart Price & Rhoads
888 17th 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 3/31/82 at 2:15PM, and assigned re-
recording number(s). 9630-K, & 9630-L

Sincerely yours,


Agatha L. Mergenovich
Secretary

Enclosure(s)

RECORDATION NO. 9630-L FILED 1425

MAR 31 1982 -2 15 PM

INTERSTATE COMMERCE COMMISSION

UNCONDITIONAL RELEASE

KNOW ALL MEN BY THESE PRESENTS that AMERICAN SECURITY BANK, N.A., for good and valuable consideration, receipt of which is hereby acknowledged, and intending to be legally bound, on behalf of itself and its affiliates, successors and assigns, hereby remises, releases, acquits and forever discharges 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 ("Agreement") dated as of October 17, 1980 and a First Amendment thereto dated as of February 10, 1981 by and between AMERICAN SECURITY BANK, N.A. and GIRARD LEASING CORPORATION and certain notes, security agreements and assignments of lease referred to therein, expressly excluding, however, any release of GIRARD LEASING CORPORATION from its obligations pursuant to paragraphs 4.5, 4.5.2, and 5.1 of the Agreement provided that any claims for breach of the provisions of said paragraphs shall be made in writing mailed to GIRARD LEASING CORPORATION, certified mail, return receipt requested, within sixty (60) days from the date hereof or the same shall be deemed released hereby.

AMERICAN SECURITY BANK, N.A.

Dated: March 31, 1982

By Charles S. Lewis
Title Vice President

IN TESTIMONY WHEREOF, AMERICAN SECURITY BANK has caused its seal to be hereto affixed and these presents to be signed by Charles E. Lewis, Vice President, and has appointed Charles E. Lewis its attorney-in-fact the same to acknowledge and deliver according to law, the date and year first hereinbefore written.

AMERICAN SECURITY BANK, N.A.

[SEAL]

Charles E. Lewis
Vice President

DISTRICT OF COLUMBIA, SS:

Before me, a Notary Public in and for the jurisdiction aforesaid, personally appeared this date, CHARLES E. LEWIS, Vice President of American Security Bank, N.A., a national banking association, who, being by me first duly sworn, did acknowledge that he, as the duly authorized officer of said Bank, executed the foregoing and annexed Instrument dated March 31, 1982, in the name and on behalf of said Bank, as its free act and deed for the uses and purposes therein contained.

WITNESS my hand and official seal this 31st day of March, 1982.

Ella Kate Myers
Notary Public

[Notary Seal]

My commission expires: 1-31-84