

RECORDATION NO. 12317-N
Filed 1425
MAR 15 1984 - 3 40 PM

THE PITTSBURGH & LAKE ERIE RAILROAD COMPANY

INTERSTATE COMMERCE COMMISSION
EDWARD J. BURCON
Vice President-Law
RICHARD A. PORACH
General Attorney
MARK T. WADE
Attorney

RECORDATION NO. 12317-L
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RECORDATION NO. 12317-K
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SUITE 780, COMMERCE COURT
FOUR STATION SQUARE
PITTSBURGH, PA 15219-1199
PHONE (412) 261-3201

INTERSTATE COMMERCE COMMISSION
March 13, 1984

INTERSTATE COMMERCE COMMISSION
0754039

RECORDATION NO. 12317-J
Filed 1425

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

No. _____
Date MAR 15 1984
Fee \$ 60.00
MAR 15 1984 - 3 40 PM

INTERSTATE COMMERCE COMMISSION
ICC Washington, D.C.
RECORDATION NO. 12317-I
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Dear Mr. Bayne:

Enclosed for filing with the Commission pursuant to Section 11303(a) of the Interstate Commerce Act are six executed originals and three copies each of the following documents:

1. Release of Collateral, dated March 6, 1984, between Manufacturers Hanover Trust Company and The Pittsburgh and Lake Erie Railroad Company, from the Security Agreement, dated as of October 15, 1980, as amended, and the Security Agreement, dated as of July 1, 1983, said Agreements having been filed with the Commission and assigned Recordation No. 12317, et seq., and said Release covering one box car, bearing number P&LE-32081;
2. Release of Collateral, dated March 6, 1984, between Manufacturers Hanover Trust Company and The Pittsburgh and Lake Erie Railroad Company, from the Security Agreement, dated as of October 15, 1980, as amended, and the Security Agreement, dated as of July 1, 1983, said Agreements having been filed with the Commission and assigned Recordation No. 12317, et seq., and said Release covering six gondola cars, bearing numbers P&LE 14200, 14208, 14239, 14240, 14243 and 14282;
3. Release of Collateral, dated March 6, 1984, between Manufacturers Hanover Trust Company and The Pittsburgh and Lake Erie Railroad Company, from the Security Agreement, dated as of October 15, 1980, as amended, and the Security Agreement, dated as of July 1, 1983, said Agreements having been filed with the Commission and assigned Recordation No. 12317, et seq., and said Release covering one box car, bearing number P&LE-~~7214~~; 7214

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OPERATION BR.

Mr. James H. Bayne

-2-

March 13, 1984

4. Release of Collateral, dated March 6, 1984, between Manufacturers Hanover Trust Company and The Pittsburgh and Lake Erie Railroad Company, from the Security Agreement, dated as of October 15, 1980, as amended, and the Security Agreement, dated as of July 1, 1983, said Agreements having been filed with the Commission and assigned Recordation No. 12317, et seq., and said Release covering fifty hopper cars, bearing numbers P&LE-1800-1849, inclusive; *P*
5. Release of Collateral, dated March 6, 1984, between Manufacturers Hanover Trust Company and The Pittsburgh and Lake Erie Railroad Company, from the Security Agreement, dated as of October 15, 1980, as amended, and the Security Agreement, dated as of July 1, 1983, said Agreements having been filed with the Commission and assigned Recordation No. 12317, et seq., and said Release covering one flat car, *r* bearing number P&LE-1011;
6. Release of Collateral, dated March 6, 1984, between Manufacturers Hanover Trust Company and The Pittsburgh and Lake Erie Railroad Company, from the Security Agreement, dated as of October 15, 1980, as amended, and the Security Agreement, dated as of July 1, 1983, said Agreements having been filed with the Commission and assigned Recordation No. 12317, et seq., and said Release covering one flat car, *m* bearing number P&LE-722.

Also enclosed is P&LE Voucher No. 148679, dated March 13, 1984, in the amount of \$60.00, payable to the Treasurer of the United States, to cover the recording fee prescribed by the Commission in its rules and regulations.

Please acknowledge receipt at your earliest convenience by stamping and returning to me five executed originals and two copies of each of the above documents.

Very truly yours,

G. Edward Jenson

encs.

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INTERSTATE COMMERCE COMMISSION

RELEASE OF COLLATERAL

RELEASE OF COLLATERAL, dated this 6th day of March, 1984, made between MANUFACTURERS HANOVER TRUST COMPANY, a New York banking corporation (the "Bank"), and THE PITTSBURGH AND LAKE ERIE RAILROAD COMPANY, a Delaware corporation (the "Company").

WITNESSETH:

WHEREAS, the Company and the Bank are parties to (i) the Security Agreement, dated as of October 15, 1980, as heretofore amended and (ii) the Security Agreement, dated as of July 1, 1983 (collectively, as amended, the "Security Agreements"); and

WHEREAS, pursuant to the Security Agreements, the Company granted and created in favor of the Bank a security interest under Section 11303 of the Interstate Commerce Act in certain railroad equipment as described in the Schedules attached to the respective Security Agreements, which railroad equipment constitutes "Collateral" as defined in said agreements; and

WHEREAS, there are fifty (50) 100-ton Covered Hopper Cars, Identification Nos. P&LE 1800-1849, inclusive, (the "Hopper Cars"), constituting Collateral which the Company desires to have released from the security interest of the Bank, and to have deleted from the list of Collateral recorded with the Interstate Commerce Commission and assigned Recordation No. 12317; and

WHEREAS, the Company has agreed to sell the Hopper Cars for cash and to cause to be delivered to the Bank certain proceeds of such sale for application by the Bank toward payment of obligations of the Company secured pursuant to one or both of the Security Agreements (the "Secured Obligations");

NOW, THEREFORE, in consideration of the premises and of the agreement by the Company to cause payment to the Bank of certain proceeds of the sale of the Hopper Cars, the parties hereby agree as follows:

COPY

1. The Bank hereby releases its security interest under Section 11303 of the Interstate Commerce Act in the Hopper Cars having Identification Nos. P&LE 1800-1849, inclusive.

2. Except as provided hereinabove, the Security Agreements are, in all respects, ratified and confirmed and all the terms, conditions and provisions thereof shall be and will remain in full force and effect.

3. The Company has entered into an agreement of sale in respect of the Hopper Cars (the "Agreement of Sale"). Pursuant to the Agreement of Sale, the Company is entitled to receive \$670,000.00 as payment for the Hopper Cars. From said proceeds the Company shall be entitled to reimburse itself in the amount of \$63,750.00 which it spent in payment of sales commissions and UFC charges, and the Company will pay the remaining balance of \$606,250.00 due under the Agreement of Sale to the Bank. The Bank will apply such cash proceeds toward payment of the principal amount of the Secured Obligations in such order as the Bank in its sole discretion shall determine.

4. The Company will cause this Release of Collateral to be filed and recorded in the Office of the Interstate Commerce Commission pursuant to the provisions of Section 11303 of the Interstate Commerce Act and will furnish to the Bank a certificate or other evidence satisfactory to the Bank of such filing and recording.

5. This Release of Collateral may be simultaneously executed in several counterparts, each of which shall be deemed to be an original, and all such counterparts shall together constitute but one and the same instrument.

6. This Release of Collateral may become effective only when counterparts hereof have been executed by the Company, the Bank and Pleco Inc.

IN WITNESS WHEREOF, the parties have caused this Release of Collateral to be signed in their respective corporate names by their respective officers thereunder duly authorized and their respective corporate seals to be hereunder affixed and duly attested as of the day and year first above written.

ATTEST:

Diane M Flannery
A.S.

MANUFACTURERS HANOVER TRUST
COMPANY

By Michael T. Kellegel

ATTEST:

Glenn J. Quinn
Assistant Secretary

THE PITTSBURGH AND LAKE ERIE
RAILROAD COMPANY

By Frank E. Nevenschwand
Executive Vice President

CONSENTED TO:
PLECO INC.

By [Signature]
Title: EXECUTIVE VICE PRESIDENT

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

On this 6th day of March, 1984, before me personally appeared Michael J. DeLegre, to me personally known, who being by me duly sworn, says that he is Vice President of Manufacturers Hanover Trust Company, that one of the seals 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 its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Grace F. Bonadonna
Notary Public

My Commission Expires: GRACE F. BONADONNA
Notary Public, State of New York
No. 01501022504
Qualified in Kings County
Commission Expires March 30, 1984

COMMONWEALTH OF PENNSYLVANIA)
) SS:
COUNTY OF ALLEGHENY)

On the 17th day of February, 1984, before me personally appeared ORDON E. NEUENSCHWANDER, to me personally known, who being by me duly sworn, says that he is EXECUTIVE VICE PRESIDENT of The Pittsburgh and Lake Erie Railroad Company, that one of the seals 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 its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Donna L. Woshner
Notary Public

My Commission Expires: DONNA L. WOSHNER, NOTARY PUBLIC
PITTSBURGH, ALLEGHENY COUNTY
MY COMMISSION EXPIRES OCT. 26, 1987
Member, Pennsylvania Association of Notaries