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Please Reply To:
Rochester

August 7, 1995

RECORDATION NO. 15052-A
FILED 1495

AUG 8 1995 10 00 AM

INTERSTATE COMMERCE COMMISSION

UNITED PARCEL SERVICE

Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Re: Document for Recordation

Dear Mr. Williams:

On behalf of Rochester & Southern Railroad, Inc., we have enclosed one original and one counterpart of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a Discharge and Satisfaction of Mortgage, Security Agreement and Assignment of Leases and Rents, a secondary document dated July 31, 1995. The primary document to which this document is related is recorded under Recordation No. 15052.

The name and address of the party to this document are as follows:

SECURED PARTY: High-Yield Rail Investments I, L.P.
Six W. Hubbard, Suite 500
Chicago, Illinois 60610

A description of the equipment covered by the document follows:

Six (6) General Motors Corporation Electro-Motive Division (EMD) Model GP40 3000 Horsepower four axle diesel electric locomotives with the former Conrail road numbers 3056, 3057, 3059, 3063, 3072 and 3079 overhauled and refurbished under contract by Chrome Locomotive, Inc. bearing RS road numbers 101 through 106, both inclusive.

A short summary of the document to appear in the index follows:

RECEIVED
OFFICE OF THE
SECRETARY
AUG 8 10 27 AM '95
LICENSING BRANCH

Vernon A. Williams
August 7, 1995
Page 2

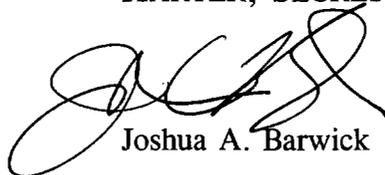
"Discharge and Satisfaction of Mortgage, Security Agreement and Assignment of Leases and Rents with Recordation No. 15052, dated July 31, 1995 and covering 6 EMD Model GP40 3000 Horsepower Locomotives bearing RS road numbers 101 through 106, both inclusive (formerly Conrail road numbers)."

Enclosed is a check in the amount of twenty-one dollars (\$21.00) in payment of the filing fee. Please return to us the original document showing recordation and any copies not needed by the Commission.

Thank you for your cooperation in this matter.

Very truly yours,

HARTER, SECRET & EMERY



Joshua A. Barwick

JAB:jab
Enclosures

cc: James B. Gray, Jr., Esq.
Barry S. Wisset, Esq.

DISCHARGE AND SATISFACTION
OF
MORTGAGE,
SECURITY AGREEMENT AND
ASSIGNMENT OF LEASES AND RENTS

RECORDATION NO. 15052-A FILED 1425
AUG 8 1995 10 35 AM
INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS, that High-Yield Rail Investments I, L.P., an Illinois limited partnership, does hereby certify that a certain Mortgage, Security Agreement and Assignment of Leases and Rents dated as of June 30, 1986 and recorded under Interstate Commerce Commission Recordation No. 15052, from Rochester & Southern Railroad, Inc., a New York corporation, to General Electric Capital Corporation, a New York corporation formerly known as General Electric Credit Corporation, and subsequently assigned to High-Yield Rail Investments I, L.P., is discharged and all security interests created thereunder released, and does hereby consent that the same be discharged and released of record.

IN WITNESS WHEREOF, High-Yield Rail Investments I, L.P. has caused these presents to be signed this 31st day of July, 1995.

High-Yield Rail Investments I, L.P.

By: John W. Miller, V.P. J.G.P.

State of Illinois)
County of Cook)

On this 31st day of July, 1995 before me personally appeared John W. Miller, to me personally known, who being by me duly sworn, says that (s)he is a *general partner of High-Yield Rail Investments I, L.P., that (s)he signed the above instrument by authority of the Partnership Agreement of said limited partnership, and that the execution of the foregoing instrument was the free act and deed of said limited partnership.

* vice-president of the

Michele M. Alessi
Notary Public

My commission expires 2/26/96

