

BINGHAM, DANA & GOULD

150 FEDERAL STREET

BOSTON, MASSACHUSETTS 02110-1726

TELEPHONE: (617) 951-8000

TELEX: 275147 BDGBSN UR

CABLE ADDRESS: BLDGHAM BSN

TELECOPY: (617) 951-8736

8240-D

FEB 16 1993 12:02 PM

INTERSTATE COMMERCE COMMISSION

WASHINGTON OFFICE
(202) 822-9320

HARTFORD OFFICE
(203) 244-3770

LONDON OFFICE
(44) 71-799-2646

February 16, 1993

FEB 16 12:03 PM '93
MOTOR OPERATING UNIT

By Messenger

Interstate Commerce Commission
Room 2303
12th Street and Constitution Avenue, N.W.
Washington, D.C. 20423

Attention: Ms. Mildred Lee

Ladies and Gentlemen:

Enclosed for filing with the Commission pursuant to Section 11303(a) of Title 49 of the U.S. Code is one originally executed copy and one photocopy of the document described below.

This document is a Release of Lien (the "Release"), dated as of January 29, 1993, pursuant to a Conditional Sales Agreement (the "Conditional Sales Agreement") dated March 9, 1976 between (i) Mellon Bank East, N.A. (formerly named Girard Trust Bank) as Agent (as assignee of General Motors Corporation) for Great American Insurance Company, Dollar Savings Bank, Provident Mutual Life Insurance Company of Philadelphia, The Western Saving Fund Society of Philadelphia and The Glenmede Trust Company as trustee (the "Secured Party") and (ii) Pioneer Bank & Trust Company as Trustee (the "Debtor"), covering the Debtor's multipurpose diesel locomotives listed on Annex A attached to the Release.

This Release is a secondary document and terminates the Conditional Sales Agreement which is a primary document with Recordation No. 8240.

The name and address of the Secured Party is Mellon Bank East, N.A. as Agent (formerly named Girard Trust Bank), Broad & Chestnut Streets, Philadelphia, Pennsylvania 19101. The name and address of the Debtor is Pioneer Bank & Trust Company as Trustee, 4000 West North Avenue, Chicago, Illinois 60639.

Counterparts -
J. C. [Signature]

BINGHAM, DANA & GOULD

Interstate Commerce Commission
February 16, 1993
Page 2

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

"Release of Lien, dated January 29, 1993, pursuant to a Conditional Sales Agreement dated March 9, 1976 between (i) Mellon Bank East, N.A. (formerly named Girard Trust Bank) as Agent (as assignee of General Motors Corporation) for Great American Insurance Company, Dollar Savings Bank, Provident Mutual Life Insurance Company of Philadelphia, The Western Saving Fund Society of Philadelphia and The Glenmede Trust Company, as Trustee (the "Secured Party"), and (ii) Pioneer Bank & Trust Company as Trustee (the "Debtor"), covering the Debtor's multipurpose diesel locomotives listed on Annex A attached to the Release."

Also enclosed is a check in the amount of sixteen dollars payable to the Interstate Commerce Commission, to cover the recording fee prescribed by the Commissioner in its rules and regulations.

Please acknowledge receipt of this document by signing and returning to our messenger the enclosed copy of this letter together with the originally executed copy of the Release as filed.

If you have any questions with respect to the enclosed, please call the undersigned collect at 617-951-8000.

Very truly yours,



Jill Swain

Receipt Acknowledged:

Interstate Commerce Commission

By: _____

Enclosures

cc: Lea Anne Copenhefer, Esq.

7012C

Interstate Commerce Commission

Washington, D.C. 20423

2/16/93

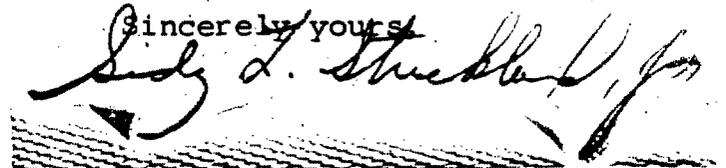
OFFICE OF THE SECRETARY

Jill Swaim
Bingham, Dana & Gould
150 Federal Street
Boston, Massachusetts 02110-1726

Dear Sirs:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/16/93 at 12:10PM, and assigned re-
recording number(s) 8240-D and 18126.

Sincerely yours,



Secretary

SIDNEY L. STRICKLAND, JR.

Enclosure(s)

SE-30
(7/79)

8240-D
 FEB 16 1993 - 12:49 PM

INTEGRATED COMMERCE COMMISSION RELEASE OF LIEN

RELEASE, dated as of January 29, 1993 by MELLON BANK EAST, N.A. (formerly named GIRARD TRUST BANK) a national banking association, as agent (the "Secured Party") for Great American Insurance Company, Dollar Savings Bank, Provident Mutual Life Insurance Company of Philadelphia, The Western Saving Fund Society of Philadelphia and The Glenmede Trust Company as trustee.

WHEREAS, GENERAL MOTORS CORPORATION (the "Builder") sold certain diesel locomotives described on Annex A hereto (the "Equipment") to PIONEER BANK & TRUST COMPANY, an Illinois corporation, as trustee (the "Vendee") for itself, Northwest National Bank of Chicago, Northbrook Trust & Savings Bank and O'Hare International Bank, N.A., pursuant to a Conditional Sale Agreement, dated as of March 9, 1976 (the "Conditional Sale Agreement") between the Builder and the Vendee;

WHEREAS, the Vendee leased the Equipment to SOO LINE CORPORATION (formerly named CHICAGO, MILWAUKEE ST. PAUL & PACIFIC RAILROAD COMPANY) (the "Lessee") pursuant to a Lease of Railroad Equipment, dated as of March 9, 1976 (the "Lease") between the Vendee and the Lessee;

WHEREAS, the Builder assigned (i) its Security Title (as defined in the Conditional Sale Agreement) in and to the Equipment and (ii) substantially all of its right, title and interest in and to the Conditional Sale Agreement to the Secured Party, pursuant to an Agreement and Assignment dated as of March 9, 1976 (the "Conditional Sale Agreement Assignment") between the Builder and the Secured Party;

WHEREAS, as collateral security for the obligations of the Vendee under the Conditional Sale Agreement, the Vendee assigned all of its right, powers, privileges and remedies under the Lease to the Secured Party, pursuant to a Lease Assignment dated as of March 9, 1976 (the "Lease Assignment") between the Vendee and the Secured Party;

WHEREAS, the Vendee sold the Lease to AMERICAN FINANCE GROUP (formerly named INVESTORS ASSET HOLDING CORP.) as trustee (the "Debtor") of AFG/Soo Line Trust pursuant to a Purchase and Sale Agreement dated July 13, 1989 between the Debtor and the Vendee;

WHEREAS, the Builder and the Secured Party (as successor to the Builder) have received payment in full of all indebtedness in respect of the purchase price of the Equipment together with interest and all other payments as provided in the Conditional Sale Agreement and all the obligations of the Vendee and the Debtor (as successor to the Vendee) contained therein have been performed;

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MEMORANDUM FOR THE DIRECTOR

Subject: [Illegible text]

[Illegible text in the left column]

NOW, THEREFORE, in consideration of the foregoing premises, the parties hereby agree as follows:

1. The liens on the Equipment, the Conditional Sale Agreement and the Lease created by the Conditional Sale Agreement Assignment and the Lease Assignment are hereby released.

2. This Release shall become effective as of the date hereof upon receipt by the Debtor of a counterpart of this Release duly executed by the Secured Party.

IN WITNESS WHEREOF, the Secured Party has caused this Release to be executed by its duly authorized officer as of the date first set forth above.

MELLON BANK EAST, N.A., as agent

By: *J. R. McMahon*
Title: AUP

)
) SS.
)

On this 29th day of January, 1993, before me personally appeared J.R. McMAHON, to me personally known, who, being by me duly sworn, says that he is AUP of MELLON BANK EAST, N.A., and that he is duly authorized to sign the foregoing instrument on behalf of said banking association, and he acknowledges that he execution of the foregoing instrument was the free act and deed of said banking association.

Lorraine L. Henderson
Notary Public

My commission expires:

Notarial Seal
Lorraine L. Henderson, Notary Public
Pittsburgh, Allegheny County
My Commission Expires Jan. 22, 1996
Member, Pennsylvania Association of Notaries

Annex A

Equipment

<u>Manufacturer</u>	<u>Model</u>	<u>Type</u>	<u>Lessee's Road Nos.</u>
General Motors	MP15-AC	Locomotives	434-465 inclusive

