

\$198.00

Taylor, Morell & Gitomer

Suite 210
919 18th St., N.W.
Washington, DC 20006
(202) 466-6530/FAX (202) 466-6528

November 30, 1993

Suite 230
310 Golden Shore
Long Beach, CA 90802
(310) 436-2519/FAX (310) 436-5393

RECORDED NO 8409-D FILED 1993

Direct Dial: (202) 466-6532

DEC 1 1993 - 11 45 AM

INTERSTATE COMMERCE COMMISSION

0100054027

Honorable Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, DC 20423

Dear Secretary Strickland:

I have enclosed an original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11303.

The document is an Instrument of Satisfaction and Release, dated as of September 15, 1993, a secondary document. The primary document to which this document is connected is recorded under Recordation No. 8409. We request that the Instrument of Satisfaction and Release be recorded under Recordation No. 8409-D.

The name and address of the party to the Instrument of Satisfaction and Release is as follows:

Vendee:

GMAC Leasing Corporation
9301 West 55th Street
La Grange, IL 60525

A description of the equipment covered by the Instrument of Satisfaction and Release consists of 14 GP15-1 locomotives numbered CNW 4411-4424, inclusive.

A fee of \$18.00 is enclosed. Please return the original to:

Louis E. Gitomer
Taylor, Morell & Gitomer
Suite 210
919 18th Street, N.W.
Washington, DC 20006

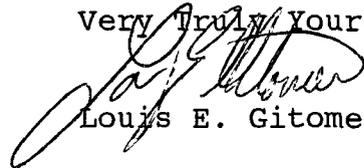
Handwritten signature and notes:
C. Owen Taylor
Gregory J. Morell
Louis E. Gitomer

RECORDED
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Honorable Sidney L. Strickland, Jr.
November 30, 1993
Page 2

A short summary of the document to appear in the index follows: an Instrument of Satisfaction and Release, by GMAC Leasing Corporation, 9301 West 55th Street, La Grange, IL 60525, covering 14 GP15-1 locomotives numbered CNW 4411-4424, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

Interstate Commerce Commission
Washington, D.C. 20423

12/1/93

OFFICE OF THE SECRETARY

Louis E. Gitomer
Taylor Morell & Gitomer
919 18th St N.W.
Washington, D.C. 20006

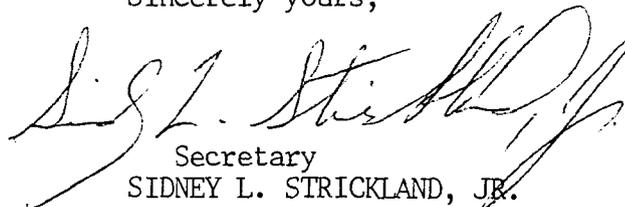
Dear

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 12/1/93 at 11:45am, and assigned
recording number(s).

8409-D-L, 18324-B & 18324-C

Sincerely yours,



Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

2/2/94

RECORDED 8409-B
FILED 1993

DEC 1 1993 - 11 45 PM

INTERSTATE COMMERCE COMMISSION

INSTRUMENT OF SATISFACTION AND RELEASE dated as of September 15, 1993, by GMAC Leasing Corporation ("GMAC").

W I T N E S S E T H:

WHEREAS, by a Conditional Sale Agreement dated June 15, 1976 ("CSA"), between GMAC, as Vendee, and General Motors Corporation ("GM"), as Vendor/Builder, GMAC agreed to acquire an interest in locomotives bearing road numbers 4411 through 4424], inclusive, of the Chicago and North Western Transportation Company ("CNW") (the "Locomotives"); and

WHEREAS, by a Lease of Railroad Equipment, dated as of June 15, 1976 (the "Lease"), GMAC agreed to lease the Locomotives to CNW; and

WHEREAS, by an Assignment of Lease and Agreement dated as of June 15, 1976 (the "ALA"), GMAC assigned (to the extent provided therein) all of its interest in and to the Locomotives and the Lease to the American National Bank and Trust Company of Chicago (the "Bank"); and

WHEREAS, on July 14, 1976, the CSA, the Lease and the ALA were filed and recorded at the Interstate Commerce Commission in Recordation Numbers 8409, 8409-B and 8409-C, respectively; and

WHEREAS, GMAC desires to execute this instrument to evidence for the public record the satisfaction and release of all of its rights and obligations under the CSA, the Lease and the ALA with respect to the Locomotives.

NOW, THEREFORE, in consideration of the premises:

GMAC does hereby acknowledge and confirm for the public record the satisfaction and release of all of its rights and obligations arising under the CSA, the Lease and the ALA with respect to the Locomotives. GMAC does hereby acknowledge and agree that all of the monetary obligations of GM, CNW and Bank under the CSA, the Lease and the ALA, respectively, have been fully discharged and satisfied and, therefore, GMAC does hereby release all of its rights, title and interest in and to the Locomotives, the CSA, the Lease and the ALA.

IN WITNESS WHEREOF, GM has executed or caused this Instrument to be executed as of the date first above written.

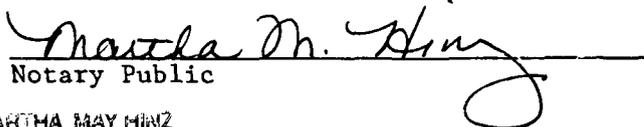
GMAC LEASING CORPORATION

By: L. A. Jertson

Its: ASS'T. TREAS.

STATE OF MICHIGAN)
)ss.:
COUNTY OF WAYNE)

On this 15th day of September, 1993, before me personally appeared L. A. Jertson, to me personally known, who, being by me duly sworn, says that he is Assistant Treasurer of GMAC LEASING CORPORATION, that the foregoing instrument was signed 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.



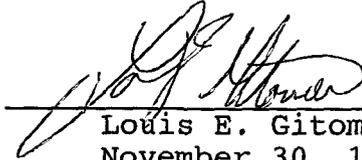
Notary Public

My Commission expires:

MARTHA MAY MINZ
NOTARY PUBLIC - OAKLAND COUNTY, MICH.
MY COMMISSION EXPIRES 08-18-88

CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy to the original Instrument of Satisfaction and Release, dated as of September 15, 1993, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



Louis E. Gitomer
November 30, 1993