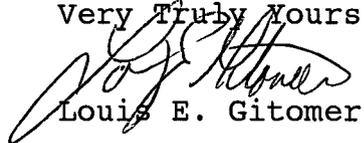


Honorable Sidney L. Strickland, Jr.
November 30, 1993
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A short summary of the document to appear in the index follows: an Instrument of Satisfaction and Release, by General Motors Corporation, 9301 West 55th Street, La Grange, IL 60525, covering 14 GP15-1 locomotives numbered CNW 4411-4424, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

8409.14
RECORDED

DEC 1 1993 - 11 45 PM

INTERSTATE COMMERCE COMMISSION

INSTRUMENT OF SATISFACTION AND RELEASE dated as of September 16, 1993, by General Motors Corporation ("GM").

W I T N E S S E T H:

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

WHEREAS, by an Agreement and Assignment ("AA") dated as of June 15, 1976 between GM as Builder and American National Bank and Trust Company of Chicago ("Bank") as Agent under a Participation Agreement dated as of June 15, 1976, GM agreed to assign and transfer its interest in and to the Locomotives and CSA (to the extent provided therein) to Bank; and

WHEREAS, on July 14, 1976, the CSA and AA were filed and recorded at the Interstate Commerce Commission in Recordation Numbers 8409 and 8409A respectively; and

WHEREAS, GM 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 and AA with respect to the Locomotives.

NOW, THEREFORE, in consideration of the premises:

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

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

GENERAL MOTORS CORPORATION

By: 

Its: ASSISTANT SECRETARY

CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy to the original Instrument of Satisfaction and Release, dated as of September 16, 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