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DONELAN, CLEARY, WOOD & MASER, P.C.

ATTORNEYS AND COUNSELORS AT LAW
SUITE 750
1100 NEW YORK AVENUE, N.W.
WASHINGTON, D.C. 20005-3934

OFFICE: (202) 371-9500

TELECOPIER: (202) 371-0900

May 10, 1995

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

8479-F
MAY 10 1995 - 1:30 PM

LICENSING BRANCH
MAY 10 1 07 PM '95

Dear Secretary Williams:

Enclosed for recordation, under the provisions of 49 U.S.C. §11303(a) and the regulations thereunder, are two (2) executed counterparts of a secondary document, not previously recorded, entitled Full Release and Termination of Security Agreement and Lease Assignment Recorded with the Interstate Commerce Commission under Recordation Nos. 8479-A and 8479-B ("Full Release"), dated as of May 4, 1995.

The party to the enclosed Full Release is:

The Franklin Life Insurance Company
Franklin Square
Springfield, Illinois 62713-0001

The said Full Release, among other things, releases and terminates in full, and discharges all collateral in and under, (i) that certain Security Agreement, dated as of September 1, 1976 which was filed and recorded with the Interstate Commerce Commission on September 15, 1976 under Recordation No. 8479-A and (ii) that certain Assignment of Lease and Agreement, dated as September 1, 1976, which was filed and recorded with the Interstate Commerce Commission on September 15, 1976 under Recordation No. 8479-B. The Franklin Life Insurance Company is the Assignee under that certain Assignment of Security Agreement and Assignment of Lease and Agreement, dated August 27, 1987, by Meritor Savings Bank, f/k/a The Philadelphia Savings Fund Society, as Assignor, which was filed and recorded with the Interstate Commerce Commission on August 31, 1987 under Recordation No. 8479-E. Wherefore, the enclosed Full Release should be recorded under the next available letter under Recordation No. 8479, which we believe is -F.

The equipment released by the enclosed Full Release is all equipment covered by the aforesaid Security Agreement and Assignment of Lease and Agreement.

A short summary of the Full Release to appear in the ICC Index is as follows:

"Full Release and Termination of Security Agreement and Lease Assignment."

Enclosed is a check in the amount of Twenty-one dollars (\$21.00) in payment of the filing fee.

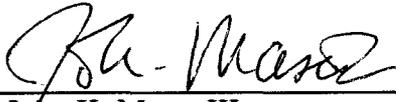
2 counterparts - Jm. Maser

DONELAN, CLEARY, WOOD & MASER, P.C.

Letter to The Honorable Vernon A. Williams
May 10, 1995
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Once the filing has been made, please return to bearer the stamped counterpart of the document not required for filing purposes, together with the fee receipt, the letter from the Secretary acknowledging the filing, and the extra copy of this letter of transmittal.

Very truly yours,

By: 

John K. Maser III
*Attorney for The Franklin Life
Insurance Company for the
purpose of this filing*

ATTACHMENT
2970-001



Interstate Commerce Commission
Washington, D.C. 20423-0001

5/20/95

Office Of The Secretary

John K. Maser III
Donelan, Cleary, Wood & Maser, PC
1100 New York Ave., NW, Ste. 650
Washington, DC., 20005-3934

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 5/10/95 at 1:10PM, and assigned recordation number(s). 8479-F.

Sincerely yours,
Vernon A. Williams

Vernon A. Williams
Secretary

Enclosure(s)

(0100622043)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

Janice M. Fort

8479-F

MAY 13 1995 4 12 PM

**FULL RELEASE AND TERMINATION
OF
SECURITY AGREEMENT
AND LEASE ASSIGNMENT
RECORDED WITH THE INTERSTATE COMMERCE COMMISSION
UNDER RECORDATION NOS. 8479-A AND 8479-B**

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, BOT Financial & Leasing Corporation B-3, formerly known as New England Merchants Leasing Corporation B-3, as debtor, and Meritor Savings Bank, formerly known as The Philadelphia Savings Fund Society, as secured party (the "Assignor"), did enter into (i) that certain Security Agreement dated as of September 1, 1976 (the "Security Agreement") which was filed and recorded with the Interstate Commerce Commission ("ICC") on September 15, 1976 under Recordation No. 8479-A and (ii) that certain Assignment of Lease and Agreement dated as of September 1, 1976 (the "Lease Assignment") which was filed and recorded with the ICC on September 15, 1976 under Recordation No. 8479-B; and

WHEREAS, by that certain Assignment of Security Agreement and Assignment of Lease and Agreement dated August 27, 1987, made by the Assignor to The Franklin Life Insurance Company (the "Assignee"), which was filed and recorded with the ICC on August 31, 1987 under Recordation No. 8479-E, the Assignor did assign all of its right, title and interest in, to and under the Security Agreement and the Lease Assignment to the Assignee; and

WHEREAS, the obligations secured by the Security Agreement and the Lease Assignment have been fully satisfied and discharged.

NOW, THEREFORE, for good and valuable consideration, the sufficiency and receipt of which is acknowledged, and intending to be legally bound, The Franklin Life Insurance Company does hereby release and terminate *in toto* the aforesaid Security Agreement and the aforesaid Lease Assignment, and fully releases and discharges all the collateral described and covered therein and thereby.

