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January 4, 1995

5794-E

Louis E. Gitomer
Direct Dial: (202)466-6532

Honorable Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, DC 20423

Dear Secretary Williams:

I have enclosed the 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 December 28, 1994, a secondary document. The primary document to which this is connected is recorded under Recordation No. 5794. We request that this document be recorded under Recordation No. 5794-E.

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

Lessor:

Mellon Bank
Mellon Bank Center
Pittsburgh, PA 15259-0001

A description of the equipment covered by the document consists of 15 SD45 3,600 horsepower diesel-electric locomotives originally numbered EL 3654-3668, inclusive, which were renumbered as CR 6685-6699, inclusive, respectively.

Secretary Williams

BALL, JANIK & NOVACK

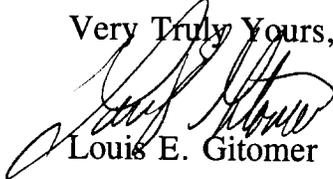
The Honorable Vernon A. Williams
January 4, 1995
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A fee of \$21.00 is enclosed. Please return the original to:

Louis E. Gitomer
Of Counsel
Ball, Janik & Novack
Suite 1035
1101 Pennsylvania Avenue, N.W.
Washington, DC 20004

A short summary of the document to appear in the index follows: an Instrument of Satisfaction and Release by Mellon Bank, Mellon Bank Center, Pittsburgh, PA 15259-0001, covering 15 SD45 3,600 horsepower diesel-electric locomotives originally numbered EL 3654-3668, inclusive, which were renumbered as CR 6685-6699, inclusive, respectively.

Very Truly Yours,



Louis E. Gitomer

Enclosure

5794-E

SATISFACTION AND RELEASE

THIS INSTRUMENT OF SATISFACTION AND RELEASE is dated as of December 28, 1994, and is made by Mellon Bank, formerly known as Girard Trust Bank, a Pennsylvania banking company, (the "Bank").

W I T N E S S E T H :

WHEREAS, pursuant to a Conditional Sale Agreement ("Agreement") dated as of July 15, 1970, General Motors Corporation (Electro-Motive Division), a Delaware corporation ("GMC"), manufactured and sold to John J. Prendergast and Jane S. Kubiak, as Trustees under Trust Agreement dated July 15, 1970, with the Bank ("Trustees"), certain railroad equipment, including locomotive units numbered EL 3654-3668 ("Locomotive Units"), which said Agreement was recorded at the Interstate Commerce Commission ("ICC") on August 6, 1970, in Recordation No. 5794;

WHEREAS, pursuant to an Agreement and Assignment dated July 15, 1970 ("Assignment") recorded at the ICC on August 6, 1970, as Recordation No. 5794-A, GMC assigned all of its rights in and to the Agreement to Fidelity Bank, as Agent;

WHEREAS, pursuant to a Lease of Railroad Equipment dated July 15, 1970 ("Lease"), the Bank, as Agent, leased to F Lackawanna Railway Company, a Delaware corporation ("Lackawanna") all of the Locomotive Units. Said Lease was recorded at the ICC on August 6, 1970, as Recordation No. 5794-B; a

WHEREAS, on January 6, 1984, a Release dated December 30, 1983, and signed by Fidelity Bank as Agent under the Agreement was filed with the ICC as Recordation No. 5794-C, said Release fully discharging the Trustees under the Agreement and transferring and releasing to the Trustees all of Fidelity Bank's right, title and interest in the Locomotive Units, which Units were renumbered as CR 6685 through CR 6699, inclusive;

WHEREAS, the Bank desires to execute this instrument to evidence for the public record the satisfaction and release of all the obligations of Erie Lackawanna under the Lease and rights of the Bank to the Locomotive Units under the documents filed of record with the ICC.

NOW, THEREFORE, in consideration of the premises:

The Bank does hereby acknowledge and confirm for the public record the satisfaction and release of its interests, and all rights and obligations, as Agent, arising under the Lease subject to ICC Recordation No. 5794-B with respect to the Locomotive Units.

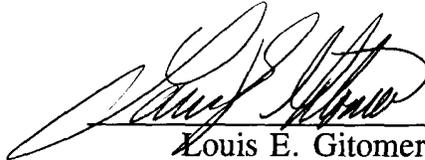
IN WITNESS WHEREOF, an authorized agent of the Bank has executed or caused this instrument to be executed as of the date first above written.

MELLON BANK (formerly
Girard Trust Bank)

By *Helen A. Goode*
Name: Helen A. Goode
Title: Vice President

CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy to the original Instrument of Satisfaction and Release, dated as of December 28, 1994, 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
January 4, 1995

5794-E

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