

SHAW PITTMAN
POTTS & TROWBRIDGE
A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

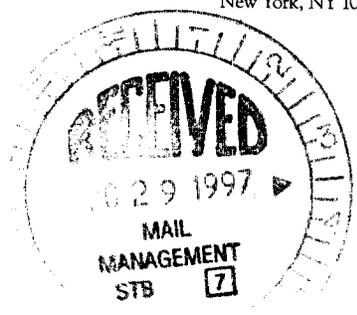
2300 N Street, N.W.
Washington, D.C. 20037-1128
202.663.8000
Facsimile 202.663.8007

THOMAS D. MORTON, P.C.
202.663.8317
thomas_morton@shawpittman.com

RECORDATION NO. 14518-G FILED
AUG 29 '97 3-30PM

1675 Broadway
New York, NY 10019-5820

August 29, 1997



By Hand Delivery

Linda J. Morgan, Esq.
Chairman
Surface Transportation Board
The Mercury Building
1925 K Street, N.W.
Washington, D.C. 20423

RECORDATION NO. 14518-G FILED
AUG 29 '97 3-30PM

Re: Recordation No. 14518-G

Dear Chairman Morgan:

On behalf of State Street Bank and Trust Company, a Massachusetts banking corporation ("State Street Bank"), I submit for filing and recordation under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder, executed counterparts of a secondary document entitled "Certificate of Satisfaction" (the "Certificate"). The Certificate relates to the satisfaction of certain indebtedness and the release of liens evidenced in certain primary documents recorded under Recordation Nos. 14518-B, 14518-C, and 14518-E. The Certificate should be filed under the next available letter as indicated under the Recordation No. captioned above.

The name and address of the sole party to the Certificate is:

State Street Bank and Trust Company,
a Massachusetts banking corporation
c/o State Street Bank and Trust Company of Connecticut,
National Association
750 Main Street, Suite 1114
Hartford, Connecticut 06103

A short summary of the Certificate to appear in the index is as follows: "Certificate of Satisfaction."

Linda J. Morgan, Esq.
August 29, 1997
Page 2

A description of the equipment covered by the Certificate is attached hereto as Exhibit A.

A check in the amount of twenty-four dollars (\$24), payable to the Surface Transportation Board, is enclosed in payment of the instant filing fee. Once the filing has been made, please return to bearer the stamped counterpart of the Certificate not needed for your files, together with the fee receipt, the letter from the Surface Transportation Board acknowledging the filing, and the extra copy of this letter of transmittal.

Very truly yours,



Thomas D. Morton, P.C.

Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D. C. 20423-0001

OFFICE OF THE SECRETARY

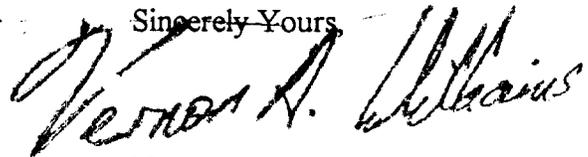
Thomas D. Morton, P.C.
Shaw Pittman Potts & Trowbridge
2300 N Street, NW
Washington, DC., 20037-1128

DATE: 8/29/97

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301
and 49 CFR 1177.3 (c), on 8/29/97 at 3:30PM, and
assigned recordation number(s). 14518-G.

Sincerely Yours,

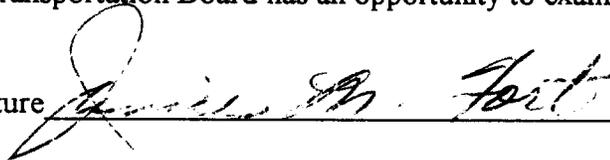


Vernon A. Williams
Secretary

Enclosure(s)

\$ 24.00 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.
In the event of an error or any questions concerning this fee, you will receive a notification after
the Surface Transportation Board has an opportunity to examine your document.

Signature



RECORDATION NO. 14518-6 FILED

CERTIFICATE OF SATISFACTION

AUG 29 '97

3-30PM

Name of Debtor:

Wilmington Trust Company, not in its individual capacity but solely as trustee under the Trust Agreement dated as of December 28, 1984 between MaeFirst Leasing Corporation as Owner Participant and said trustee (the "Owner Trustee").

Name of Secured Party:

State Street Bank and Trust Company, as successor trustee pursuant to that certain Assignment to and Appointment of Successor Trustee dated as of March 1, 1992 between Federal Deposit Insurance Corporation as Receiver for The New Connecticut Bank and Trust Company, National Association (the "Initial Trustee"), as Assignor, and State Street Bank and Trust Company, as Assignee (the "Trustee"). Initial Trustee was appointed trustee under the Trust and Security Agreement dated as of December 28, 1984 between the Owner Trustee and the Initial Trustee (then doing business as The Connecticut Bank and Trust Company), as supplemented by Supplement No.1 to Trust and Security Agreement dated as of December 28, 1984 and Supplement No.2 to Trust and Security Agreement dated as of February 21, 1985 (as supplemented, the "Trust and Security Agreement"), securing \$4,247,790.79 Maximum Aggregate Principal Amount 14-1/8% Secured Notes (the "Notes").

Collateral:

Railroad equipment, as more fully described in the Trust and Security Agreement, as described herein. A schedule of the railroad equipment securing repayment of the Notes is attached hereto as Exhibit A.

Surface Transportation Board Recordation No. for Lien:

Recordation No. 14518-B, 14518-C and 14518-E.

Certification:

We, the secured party under the Trust and Security Agreement, do hereby certify that the Notes have been paid in full and that the lien encumbering the Collateral described above is hereby terminated, released and discharged.

STATE STREET BANK AND TRUST COMPANY,
Successor Trustee under the Trust and Security
Agreement.

By: Carolina D. Altomare
Name: CAROLINA D. ALTOMARE
Title: ASSISTANT SECRETARY

STATE OF _____)

) ss.

CITY/COUNTY OF _____)

I hereby certify that on this _____ day of August, 1997, before me personally appeared **CAROLINA D. ALTOMARE** to me personally known, who being by me duly sworn, says that he/she is **ASSISTANT SECRETARY** of State Street Bank and Trust Company ("Bank"), that he/she is duly authorized to execute the foregoing instrument on behalf of said Bank and that the said instrument was signed on behalf of the said Bank by authority of its Board of Directors and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said Bank.

STACYE M. JUNIOR
Notary Public

My term of office expires: Mv Commission Expires 9/13/2002



Notary Public

EXHIBIT A

Schedule A

<u>Descriptions and Quantity</u>	<u>Manufacturer</u>	<u>Debtor's Identification Nos.</u>	<u>AAR Mechanical Description</u>	<u>DOT Specifications</u>	<u>Manufacturer's Specifications</u>
55 Rail Tank Cars, 17,500 gallon capacity each, lined to carry corn syrup	Union Tank Car Company	CRGX 4201	T-104 (for all listed Rail Tank Cars)	111A100W3 (for all listed Rail Tank Cars)	BD-36-100-18 (for all listed Rail Tank Cars)
		CRGX 4205			
		CRGX 4206			
		CRGX 4210			
		CRGX 4212			
		CRGX 4216			
		CRGX 4217			
		CRGX 4219			
		CRGX 4225			
		CRGX 4226			
		CRGX 4228			
		CRGX 4231			
		CRGX 4235			
		CRGX 4236			
		CRGX 4238			
		CRGX 4239			
		CRGX 4245			
		CRGX 4250			
		CRGX 4252			
		CRGX 4254			
		CRGX 4255			
		CRGX 4257			
		CRGX 4258			
		CRGX 4261			
		CRGX 4272			
		CRGX 4273			
		CRGX 4274			
		CRGX 4275			
		CRGX 4276			
		CRGX 4277			
CRGX 4278					
CRGX 4279					
CRGX 4281					
CRGX 4283					
CRGX 4285					
CRGX 4287					
CRGX 4194					
CRGX 4296					
CRGX 4173					
CRGX 4179					
CRGX 4184					
CRGX 4208					
CRGX 4209					

<u>Descriptions and Quantity</u>	<u>Manufacturer</u>	<u>Debtor's Identifi- cation Nos.</u>	<u>AAR Mechanical Description</u>	<u>DOT Speci- fications</u>	<u>Manufacturer's Specifications</u>
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		CRGX 4232			
		CRGX 4234			
		CRGX 4260			
		CRGX 4307			
		CRGX 4316			
		CRGX 4320			
		CRGX 4326			
		CRGX 4237			
		CRGX 4282			
		CRGX 4230			
		CRGX 4220			
		CRGX 4207			

//

"

SCHEDULE 1

<u>Descriptions and Quantity</u>	<u>Lessee's Identification Nos.</u>	<u>Purchase Price</u>	<u>AAR Mechanical Description</u>	<u>DOT Specifications</u>	<u>Manufacturer's Specifications</u>
85 Rail Tank Cars, 17,500 gallon capacity each, lined to carry corn syrup, manufactured by Union Tank Car Company	CRGX 4158	\$41,758.00	T-104 (for all listed Rail Tank Cars)	111A100W3 (for all listed Rail Tank Cars)	BD-36-100-18 (for all listed Rail Tank Cars)
	CRGX 4185	\$41,758.00			
	CRGX 4190	\$41,758.00			
	CRGX 4204	\$41,758.00			
	CRGX 4211	\$41,758.00			
	CRGX 4213	\$41,758.00			
	CRGX 4215	\$41,758.00			
	CRGX 4223	\$41,758.00			
	CRGX 4242	\$41,758.00			
	CRGX 4247	\$41,758.00			
	CRGX 4249	\$41,758.00			
	CRGX 4266	\$41,758.00			
	CRGX 4284	\$41,758.00			
	CRGX 4288	\$41,758.00			
	CRGX 4289	\$41,758.00			
	CRGX 4195	\$41,620.00			
	CRGX 4202	\$41,620.00			
	CRGX 4218	\$41,620.00			
	CRGX 4222	\$41,620.00			
	CRGX 4240	\$41,620.00			
	CRGX 4241	\$41,620.00			
	CRGX 4243	\$41,620.00			
	CRGX 4244	\$41,620.00			
	CRGX 4246	\$41,620.00			
	CRGX 4248	\$41,620.00			
	CRGX 4251	\$41,620.00			
	CRGX 4253	\$41,620.00			
	CRGX 4256	\$41,620.00			
	CRGX 4259	\$41,620.00			
	CRGX 4262	\$41,620.00			
	CRGX 4263	\$41,620.00			
	CRGX 4264	\$41,620.00			
	CRGX 4265	\$41,620.00			
CRGX 4267	\$41,620.00				
CRGX 4268	\$41,620.00				
CRGX 4269	\$41,620.00				
CRGX 4270	\$41,620.00				
CRGX 4271	\$41,620.00				
CRGX 4280	\$41,620.00				
CRGX 4286	\$41,620.00				
CRGX 4290	\$41,620.00				

<u>Descriptions and Quantity</u>	<u>Lessee's Identification Nos.</u>	<u>Purchase Price</u>	<u>AAR Mechanical Description</u>	<u>DOT Specifications</u>	<u>Manufacturer's Specifications</u>
	CRGX 4291	\$41,620.00			
	CRGX 4292	\$41,620.00			
	CRGX 4293	\$41,620.00			
	CRGX 4294	\$41,620.00			
	CRGX 4295	\$41,620.00			
	CRGX 4297	\$41,620.00			
	CRGX 4298	\$41,620.00			
	CRGX 4299	\$41,620.00			
	CRGX 4300	\$41,620.00			
	CRGX 4301	\$41,620.00			
	CRGX 4302	\$41,620.00			
	CRGX 4303	\$41,620.00			
	CRGX 4304	\$41,620.00			
	CRGX 4305	\$41,620.00			
	CRGX 4306	\$41,620.00			
	CRGX 4308	\$41,620.00			
	CRGX 4309	\$41,620.00			
	CRGX 4310	\$41,620.00			
	CRGX 4311	\$41,620.00			
	CRGX 4312	\$41,620.00			
	CRGX 4313	\$41,620.00			
	CRGX 4314	\$41,620.00			
	CRGX 4315	\$41,620.00			
	CRGX 4317	\$41,620.00			
	CRGX 4318	\$41,620.00			
	CRGX 4319	\$41,620.00			
	CRGX 4321	\$41,620.00			
	CRGX 4322	\$41,620.00			
	CRGX 4323	\$41,620.00			
	CRGX 4324	\$41,620.00			
	CRGX 4325	\$41,620.00			
	CRGX 4327	\$41,620.00			
	CRGX 4328	\$41,620.00			
	CRGX 4329	\$41,620.00			
	CRGX 4330	\$41,620.00			
	CRGX 4331	\$41,620.00			
	CRGX 4332	\$41,620.00			
	CRGX 4333	\$41,620.00			
	CRGX 4334	\$41,620.00			
	CRGX 4335	\$41,620.00			
	CRGX 4336	\$41,620.00			
	CRGX 4337	\$41,620.00			
	CRGX 4338	\$41,620.00			
	CRGX 4339	\$41,620.00			