

BALL, JANIK & NOVACK

ATTORNEYS AT LAW

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January 26, 1996

19688-U

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

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
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. §11301.

The document is a **Release and Discharge of Security Interest**, a secondary document, dated as of January 24, 1996. The primary document to which this is connected is recorded under Recordation No. 19688. We request that this document be recorded under Recordation No. **19688-U**.

The name and address of the party to the Release and Discharge of Security Interest is as follows:

Lender:

NatWest Bank, N.A., formerly National Westminster Bank, USA
175 Water Street
New York, NY 10038

A description of the equipment covered by the document consists of 29 53' five-platform articulated spine cars numbered CR 790049-790079. ?? ?

A fee of \$21.00 is enclosed. Please return the original document to:

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

RECORDED
JAN 28 1996
FEDERAL BUREAU OF INVESTIGATION
U.S. DEPARTMENT OF JUSTICE

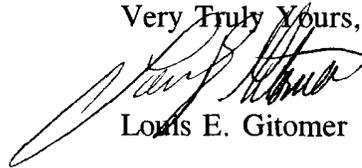
Counterparts - James S. Helgeson

BALL, JANIK & NOVACK

Honorable Vernon A. Williams
January 26, 1996
Page 2

A short summary of the document to appear in the index follows: a Release and Discharge of Security Interest by NatWest Bank, N.A., formerly National Westminster Bank USA, 175 Water Street, New York, NY 10038, covering 29 53' five-platform articulated spine cars numbered CR 790049-790079.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "Louis E. Gitomer", written over the typed name.

Louis E. Gitomer

Enclosure



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

1/26/96

Office Of The Secretary

Louis E. Gitomer
Ball, Janik & Novack
1101 Pennsylvania Ave., NW., Ste. 1035
Washington, DC., 20004

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 1/26/96 at 11:35AM , and assigned recordation number(s). 19688-U.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

\$ 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

NatWest Bank N.A.
175 Water Street
New York, NY 10038
212 602 1000

19688-2

2 AB

 NatWest Bank

American Finance Group
98 North Washington Street
Boston, MA 02114

Re: Release and Discharge of Security Interest.

Dear Sirs:

A Railcar Lease Agreement dated April 25, 1995 (the "Lease") between American Finance Group, by assignment from Railroad Technology Corporation, as lessor ("Lessor"), and Consolidated Rail Corporation, as lessee (the "Lessee"), as amended by Amendment No. 1 thereto dated December 21, 1995, identified specific equipment subject to the Lease in Exhibit A thereto, consisting of twenty-nine 53' five-platform articulated spine cars numbered CR790049 - CR790079, inclusive (the "Equipment"). In connection with a certain loan agreement between NatWest Bank, N.A., formerly known as National Westminster Bank, USA ("Bank") and Lessor, Lessor has entered into a Security and Pledge Agreement dated October 7, 1993, with the Bank and certain other parties (the "Security Agreement"). The Security Agreement granted the Bank a security interest in the Lease and in the Equipment.

The Bank hereby terminates, discharges and releases its security interest, and all other interests, in the Lease and the Equipment granted under the Security Agreement and agrees to execute and deliver, at the expense of AFG, appropriate UCC financing statements with respect to any UCC filings in favor of the Bank which will release the Bank's lien on the Lease and the Equipment, and to deliver the original copies of the Lease marked Counterpart No. 1 held by it to Lessor or as the Lessor may otherwise direct.

IN WITNESS WHEREOF, the Bank has caused this release to be executed by a duly authorized officer.

NATWEST BANK, N.A.,
formerly known as
NATIONAL WESTMINSTER BANK, USA

By: Harold P. Mena

Title: VICE PRESIDENT

Executed as of January 24, 1996

New York)
State of New York) ss:
New York)
County of New York

On this 24th day of January, 1996, before me personally appeared HARRIS C. MEHOS, to me personally known, who, being by me duly sworn, did say that he/she is the VICE PRESIDENT of NatWest Bank N.A., that said instrument was signed on such date 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.

(seal)

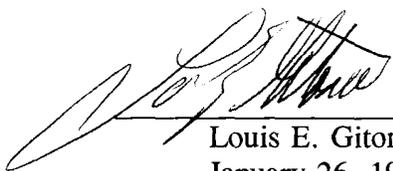
Pauline T. McHugh
Signature of Notary Public

My Commission Expires: 9/15/96

PAULINE T. McHUGH
Notary Public, State of New York
No. 01MC4870912
Qualified in New York County
Commission Expires Sept. 15, 1996

CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy to the original Release and Discharge of Security Interest dated as of January 24, 1996, 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 26, 1996

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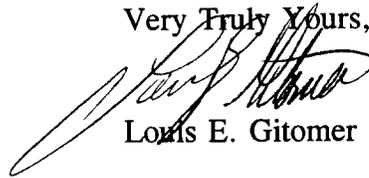
RECEIVED
JAN 27 11 28 AM '96
OFFICE OF SECRETARY

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Louis E. Gitomer

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