

3-182A041

# Taylor, Morell & Gitomer

June 30, 1993

Suite 210  
919 18th St., N.W.  
Washington, DC 20006  
(202) 466-6530/FAX (202) 466-6528

Suite 230  
310 Golden Shore  
Long Beach, CA 90802  
(310) 436-2519/FAX (310) 436-5393

RECORDATION NO. 17977-M FILED 1429

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Direct Dial: (202)466-6532

INTERSTATE COMMERCE COMMISSION

Honorable Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
Washington, DC 20423

Dear Secretary Strickland:

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 a Release of Lease Supplement No. A-2 secondary document, dated as of June 30, 1993. The primary document to which this is connected is recorded under Recordation No. 17977. We request that this document be recorded under Recordation No. 17977-M.

The name and address of the party to the Release of Lease Supplement No. A-2 is:

Lender:

National Westminster Bank USA  
175 Water Street  
New York, NY 10038

A description of the equipment covered by the document consists of five SD-45-T2 diesel electric locomotives numbered SP 9308, 9328, 9337, 9345, and 9347.

A fee of \$16.00 is enclosed. Please return the original to:

Louis E. Gitomer  
Taylor, Morell & Gitomer  
Suite 210  
919 18th Street, N.W.  
Washington, DC 20006

A short summary of the document to appear in the index follows: a Release of Lease Supplement No. A-2, dated as of June 30, 1993, by National Westminster Bank USA, 175 Water Street, New

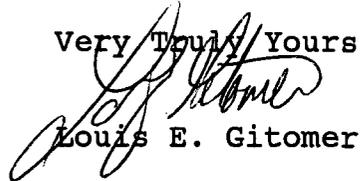
JUL 11 12 47 PM '93  
NOTED OPERATING UNIT

*Handwritten signatures and notes on the left margin.*

Honorable Sidney L. Strickland, Jr.  
June 30, 1993  
Page 2

York, NY 10038, covering five SD-45-T2 diesel electric  
locomotives numbered SP, 9308, 9328, 9337, 9345, and 9347.

Very Truly Yours,



Louis E. Gitomer

**National Westminster Bank USA**

175 Water Street  
New York, NY 10038  
212 602-1000

RECORDATION NO. 17977 FILED 1220

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INTERSTATE COMMERCE COMMISSION

Hitachi Credit America Corp.  
777 West Putnam Avenue  
Greenwich, CT 06830

U.S. Trust Company of California, N.A.,  
as Owner Trustee  
555 Flower Street  
Los Angeles, CA 90071

Re: Release of Lease Supplement No. A-2

Dear Sirs:

An Equipment Lease dated as of March 31, 1993 ("Master Lease") between U.S. Trust Company of California, N.A., as Owner Trustee ("Lessor"), and Southern Pacific Transportation Company, as lessee, identified specific equipment in Lease Supplement No. A-2 thereto (the "Equipment Schedule"). In connection with a certain loan agreement between National Westminster Bank USA (the "Bank") and American Finance Group ("AFG"), Lessor has entered into: (1) a Security Agreement dated April 20, 1993 with AFG and the Bank; and (2) an Assignment of Lease dated April 20, 1993 in favor of the Bank (the "Assignment of Lease"). The Security Agreement and the Assignment of Lease granted the Bank a security interest in the Equipment Schedule and in the equipment subject to the Equipment Schedule, consisting of certain rebuilt diesel electric railcars ("Equipment").

The Bank hereby releases its security interest, and all other interests, in the Equipment Schedule and the Equipment granted under the Security Agreement and the Assignment of Lease 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 release the Bank's lien on the Equipment Schedule and Equipment, and to deliver the original copies of the Equipment Schedule held by it to Hitachi Credit America Corp. or as the Lessor may otherwise direct. The Bank confirms that it has received, in partial payment of the loan secured by the Equipment Schedule and the Equipment, the principal amount of \$3,600,000.00 plus interest accrued thereon.

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

NATIONAL WESTMINSTER BANK USA

By: Harwin Melia

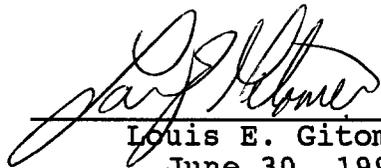
Title: VICE-PRESIDENT

Executed as of June 30, 1993



**CERTIFICATION**

I, LOUIS E. GITOMER, have compared this copy of the original Release of Lease Supplement No. A-2 dated as June 30, 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.



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Louis E. Gitomer  
June 30, 1993