

# Taylor, Morell & Gitomer

June 30, 1993

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RECORDATION NO. 17977-0 FILED 1993

JUL 1 1993 12:55 PM

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

INTERSTATE COMMERCE COMMISSION

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-3, a 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. 17977-0.

The name and address of the party to the Release of Lease Supplement No. A-3 is:

Lender:

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

A description of the equipment covered by the document consists of four SD-45-T2 diesel electric locomotives numbered SP 9359, 9362, 9373, and 9385.

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-3, dated as of June 30, 1993, by National Westminster Bank USA, 175 Water Street, New

*C. Dunbar*  
*James S. Wolf*

Honorable Sidney L. Strickland, Jr.  
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York, NY 10038, covering four SD-45-T2 diesel electric locomotives numbered SP 9359, 9362, 9373, and 9385.

Very Truly Yours,

A handwritten signature in cursive script, appearing to read "Louis E. Gitomer".

Louis E. Gitomer

**National Westminster Bank USA**

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

RECORDATION NO. 17977-0 FILED 1425

JUL 1 1993 12-55 PM

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

INTERSTATE COMMERCE COMMISSION

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-3

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-3 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: Haruh Mehur

Title: VICE PRESIDENT

Executed as of June 30, 1993

**↻ National Westminster Bank USA**

STATE OF NEW YORK )  
                                  :    ss.:  
COUNTY OF NEW YORK )

On this 29th day of June, 1993, before me personally appeared Harris C. Mehos, to me personally known, who, being by me duly sworn, did say that he is a Vice President of National Westminster Bank USA; that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and that he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(seal)



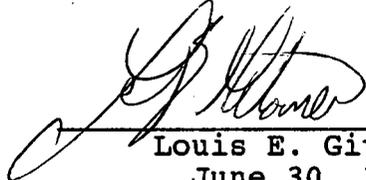
\_\_\_\_\_  
Signature of Notary Public

My Commission Expires: April 19, 1995

**ALBERT L. JACOBS II**  
Notary Public, State of New York  
No. 0-5011487  
Qualified in Westchester County  
Certificate Filed in New York County  
Term Expires April 19, 1995

**CERTIFICATION**

I, LOUIS E. GITOMER, have compared this copy of the original Release of Lease Supplement No. A-3 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.

A handwritten signature in cursive script, appearing to read "L. E. Gitomer", written over a horizontal line.

Louis E. Gitomer  
June 30, 1993