

Taylor, Morell & Gitomer

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February 24, 1994

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0100123082

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

RECORDATION NO. 17977-X FILED 1425

FEB 24 1994 - 2 45 PM

INTERSTATE COMMERCE COMMISSION

LICENSING BRANCH

FEB 24 2 35 PM '94

RECEIVED
OFFICE OF THE
SECRETARY

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 Security Interest in Lease Supplement No. A-5 under SPTC Trust No. 93-1, a secondary document, dated January 18, 1994. 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-X.

The name and address of the party to the Release of Security Interest in Lease Supplement No. A-5 under SPTC Trust No. 93-1 is:

Assignee:

National Westminster Bank USA
175 Water Street
New York, NY 10038-4924

A description of the equipment covered by the document consists of four SD-45-2 diesel electric locomotives numbered SP 7486, 9243, 9282, and 9330.

A fee of \$18.00 is enclosed. Please return the original to:

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

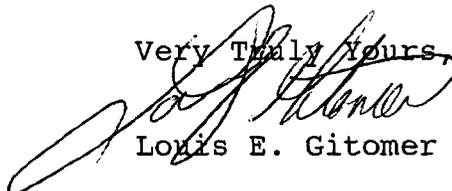
A short summary of the document to appear in the index follows: Release of Security Interest in Lease Supplement No. A-5 under SPTC Trust No. 93-1 by National Westminster Bank USA, 175

Courtesy of Judith McDonald

Honorable Sidney L. Strickland, Jr.
February 24, 1994
Page 2

Water Street, New York, NY 10038-4924, covering four SD-45-2
diesel electric locomotives numbered SP 7486, 9243, 9282, and
9330.

Very Truly Yours,

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

Louis E. Gitomer

Enclosure

Interstate Commerce Commission
Washington, D.C. 20423

2/24/94

OFFICE OF THE SECRETARY

Louis E. Gitomer

Taylor Morell & Gitomer
919 18th St N.W. Suite 210
Washington, D.C. 20006

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 2/24/94 at 2:45pm, and assigned
recording number(s). 17977-X 17977-Y & 17977-Z

Sincerely yours,

Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

National Westminster Bank USA

175 Water Street
New York, NY 10038-4924
212 602 2651
212 602 2180 FAX

Harris C. Mehos
Vice President

Cypress Equipment Fund II, Ltd.
880 Carillion Parkway
St. Petersburg, FL 33716
Attn: John McDonald

RECORDATION NO. 17977 FILED 1425

FEB 24 1994 - 2 45 PM

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

INTERSTATE COMMERCE COMMISSION

**Release of Security Interest in Lease Supplement No. A-5
under SPTC Trust No. 93-1**

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-5 ("Equipment Schedule"). In connection with a certain loan agreement between National Westminster Bank, USA ("Bank") and American Finance Group ("AFG"), Lessor has entered into (1) a Security Agreement dated May 20, 1993, with AFG and the Bank; and (2) an Assignment of Lease dated May 20, 1993, in favor of the Bank ("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 locomotives ("Equipment").

The Bank hereby releases its security interest and all other interests, in the Equipment 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 filing in favor of the Bank which will release the Bank's lien on the Equipment Schedule and the Equipment, and to deliver the original copies of the Equipment Schedule held by it to the Purchaser.

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

NATIONAL WESTMINSTER BANK USA

By: Harris C. Mehos

Title: Vice Pres Int

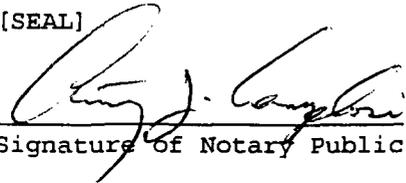
Executed as of ~~December~~, 1993
Jan 18, 1994

STATE OF NEW YORK)

COUNTY OF NEW YORK)

On this 19TH day of ~~December, 1993~~ JANUARY 1994, before me personally appeared HARRIS C. MEHCS, 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 on behalf of said bank 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 bank.

[SEAL]


Signature of Notary Public

My Commission Expires: 1/31/96

ANTHONY J. CANGELOSI
Notary Public, State of New York
No. 01CA0552210
Qualified in Kings County
Commission Expires January 31, 1996

CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy to the original Release of Security Interest in Lease Supplement No. A-5 under SPTC Trust No. 93-1, dated January 18, 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
February 24, 1994