

**National Westminster Bank USA**

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

**Harris C. Mehos**  
Vice President

National City Leasing Corporation  
101 South 5th St. / 7th Floor  
Louisville, KY 40202  
Attn: Toni Scott

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

RECORDATION NO. 17977-2 FILED 1425  
FEB 24 1994 -2 45 PM  
INTERSTATE COMMERCE COMMISSION

**Release of Security Interest in Lease Supplement No. A-6  
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-6 ("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 PRESIDENT

Executed as of December, 1993

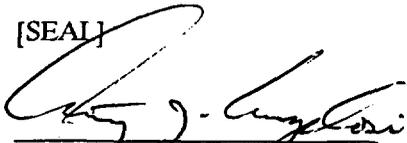
January 18, 1994

STATE OF NEW YORK )

COUNTY OF NEW YORK )

On this ~~19th~~ <sup>JANUARY 1994</sup> day of ~~December, 1993~~ before me personally appeared HARRIS C. METROS, 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

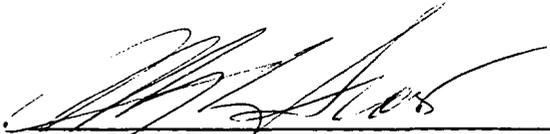
NATIONAL CITY LEASING CORPORATION

CERTIFICATE

I, Mary L. Scott, duly appointed qualified and acting Vice President of National City Leasing Corporation, a corporation organized and existing under the laws of the Commonwealth of Kentucky, do hereby certify as follows:

1. Attached hereto as Exhibit A is a true and correct copy of a Bill of Sale dated December 22, 1993 between American Finance Group ("Seller") and National City Leasing Corporation ("Purchaser").
2. Attached hereto as Exhibit B is a true and correct copy of a Release of Security Interest in Lease Supplement No. A.6. under SPTC Trust No. 93-1 dated January 19, 1994 and executed by National Westminster Bank USA.

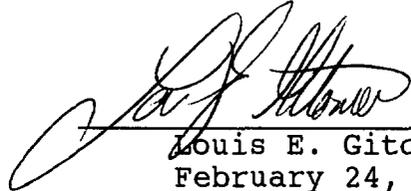
In witness whereof, I have hereunto set my hand this 28th day of January, 1994.

  
\_\_\_\_\_  
Mary L. Scott  
Vice President

167/kjh

**CERTIFICATION**

I, LOUIS E. GITOMER, have compared this copy to the original Release of Security Interest in Lease Supplement No. A-6 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