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SUSAN G. LICHTENFELD

July 2, 1993

PARK AVENUE TOWER
65 EAST 55TH STREET
NEW YORK, NEW YORK 10022-3219
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580 HOWARD AVENUE
SOMERSET, NEW JERSEY 08873
908-563-2700

888 SIXTEENTH STREET, N.W.
WASHINGTON, D.C. 20006-4103
202-296-8600

\$16.00

E

Via Federal Express

Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, D.C. 20423

3-188A059

Attention: Mildred Lee, Room 2303

10298-E

JUL 7 12 29 PM '93
MOTOR OPERATING DIVISION
INTERSTATE COMMERCE COMMISSION

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are one original executed copy and three photostatic copies of a Release of Lien, dated as of July 2, 1993, relating to (i) a Conditional Sale Agreement (No. 2) (the "CSA"), dated as of December 1, 1978, between The Connecticut Bank and Trust Company, as Trustee (the "Original Trustee") (the successor Trustee is State Street Bank and Trust Company of Connecticut, N.A., hereinafter the "Trustee") and General American Transportation Corporation ("GATC"), which CSA was duly recorded and filed with the Interstate Commerce Commission pursuant to 49 U.S.C. §11303 on April 18, 1979, under Recordation Number 10298, (ii) an Agreement and Assignment dated as of December 1, 1978 (the "Assignment Agreement") between GATC and Mercantile-Safe Deposit and Trust Company (the "Agent"), which Assignment Agreement was duly recorded and filed with the Interstate Commerce Commission pursuant to 49 U.S.C. §11303 on April 18, 1979 under Recordation Number 10298-A, (iii) a Lease of Railroad Equipment (No. 2) dated as of December 1, 1978 between the Original Trustee and GATC (the "Lease"), which Lease was duly recorded and filed with the Interstate Commerce Commission pursuant to 49 U.S.C. §11303 on April 18, 1979 under Recordation Number 10298-B, and (iv) an Assignment of Lease and Agreement dated as of December 1, 1978 between the Original Trustee and the Agent (the "Lease Assignment"), which Lease Assignment was duly

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recorded and filed with the Interstate Commerce Commission pursuant to 49 U.S.C. §11303 on April 18, 1979 under Recordation Number 10298-C. The CSA is a primary document as defined in the Commission's Rules for the Recordation of Documents. The Assignment Agreement, the Lease and the Lease Assignment are secondary documents as defined in the Commission's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document is:

Mercantile-Safe Deposit and Trust Company, as
Agent
Two Hopkins Plaza - Level G
P. O. Box 2258
Baltimore, MD 21203

Also enclosed is a check in the amount of \$16.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return the stamped originals and two stamped photostatic copies of the enclosed document and the stamped photostatic copy of this letter to Susan G. Lichtenfeld at Ross & Hardies, 150 North Michigan Avenue, Suite 2700, Chicago, Illinois 60601.

Following is a short summary of the enclosed document and primary document to which it relates:

Document to be Recorded

Release of Lien from Mercantile-Safe Deposit and Trust Company, as Agent, dated as of July 2, 1993, releasing lien which the Agent acquired under, through or by virtue of the CSA, the Assignment Agreement, the Lease and the Lease Assignment.

Primary Document to Which it Relates

Conditional Sale Agreement (No. 2), dated as of December 1, 1978, between The Connecticut Bank and Trust Company, as Trustee, and General American Transportation Corporation, recorded and filed with the Interstate Commerce Commission pursuant to 49 U.S.C.

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§11303 on April 18, 1979 under Recordation Number
10298.

Secondary Documents Which it Relates

Agreement and Assignment dated as of December 1, 1978
between General American Transportation Corporation and
Mercantile-Safe Deposit and Trust Company, as Agent,
recorded and filed with the Interstate Commerce
Commission pursuant to 49 U.S.C. §11303 on April 18,
1979 under Recordation Number 10298-A.

Lease of Railroad Equipment (No. 2) dated as of
December 1, 1978 between The Connecticut Bank and Trust
Company, as Trustee, and General American
Transportation Corporation, recorded and filed with the
Interstate Commerce Commission pursuant to 49 U.S.C.
§11303 on April 18, 1979 under Recordation Number
10298-B.

Assignment of Lease and Agreement dated as of December
1, 1978 between The Connecticut Bank and Trust Company,
as Trustee, and Mercantile-Safe Deposit and Trust
Company, as Agent, recorded and filed with the
Interstate Commerce Commission pursuant to 49 U.S.C.
§11303 on April 18, 1979 under Recordation Number
10298-C.

Very truly yours,


Susan G. Lichtenfeld

SGL:ed
w/encl.

cc: Bronna L. Wasserman
Robert W. Kleinman

10298-E

JUN 7 1980 10:28 AM
FEDERAL RESERVE COMMERCIAL BANK

RELEASE OF LIEN

KNOW ALL MEN BY THESE PRESENTS THAT:

WHEREAS, THE CONNECTICUT BANK AND TRUST COMPANY, not individually but solely in its capacity as trustee (the "Original Trustee") under a Trust Agreement dated as of December 1, 1978 (the "Trust Agreement") with Security Pacific Commercial Leasing, Inc., has heretofore executed and delivered the Conditional Sale Agreement (No. 2) dated as of December 1, 1978 (the "CSA") between the Trustee and General American Transportation Corporation ("GATC"); and

WHEREAS, pursuant to an Agreement and Assignment dated as of December 1, 1978 (the "Assignment Agreement") all of GATC's right, title and security interest under the CSA were assigned to Mercantile-Safe Deposit and Trust Company (the "Agent"); and

WHEREAS, the railroad equipment which is the subject of the CSA was leased to GATC, as lessee, pursuant to the Lease of Railroad Equipment (No. 2) dated as of December 1, 1978 with the Original Trustee; and

WHEREAS, the rights of the Trustee under the Lease were assigned to the Agent pursuant to the Assignment of Lease and Agreement dated as of December 1, 1978 (the "Lease Assignment"); and

WHEREAS, the CSA, the Assignment Agreement, the Lease and the Lease Assignment were each duly recorded and filed with the Interstate Commerce Commission ("ICC") pursuant to 49 U.S.C. §11303 on April 18, 1979 under Recordation Numbers 10298, 10298-A, 10298-B, and 10298-C, respectively; and

WHEREAS, STATE STREET BANK AND TRUST COMPANY OF CONNECTICUT, N.A. is successor to the Original Trustee (said bank in its capacity as Owner Trustee under the Trust Agreement being hereinafter referred to as the "Trustee");

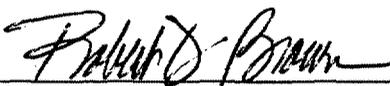
WHEREAS, the Trustee has requested the Agent to release its interest in the CSA and in the Lease Assignment and has complied with all conditions of the CSA and the Lease Assignment precedent to such release.

NOW, THEREFORE, the Agent for and in consideration of Ten Dollars (\$10.00) and other good and valuable consideration, receipt whereof is hereby acknowledged, and pursuant to the

authority vested by the CSA and the Lease Assignment in the Agent, the Agent does hereby RELEASE, REMISE, CONVEY AND QUIT CLAIM unto GATC, its successors and assigns, all of the right, title, lien, interest, claim or demand whatsoever which the Agent has or may have acquired under, through or by virtue of the CSA, and the Agent hereby releases any claims or rights which it may have acquired under, through or by virtue of the Lease and the Lease Assignment, except any right to indemnification contained in the Lease.

IN WITNESS WHEREOF, the Agent has caused this instrument to be duly executed and delivered by its duly authorized officers as of this 2nd day of July 1993.

MERCANTILE-SAFE DEPOSIT AND TRUST
COMPANY, as Agent

By: 

Title: Corporate Trust Officer

STATE OF MARYLAND)
) SS.
COUNTY OF Baltimore)

City On this 8 day of June, 1993, before me, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Robert D. Brown to me a Corporate Trust Officer of Mercantile-Safe Deposit and Trust Company, a Maryland corporation, and duly authorized by authority of the board of directors or the by-laws of said corporation in his capacity as such officer to execute and acknowledge the foregoing instrument for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered the foregoing instrument as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 8 day of June, 1993.

Michael G. Spel
Notary Public

My Commission Expires:
9/25/94

Interstate Commerce Commission

Washington, D.C. 20423

7/8/93

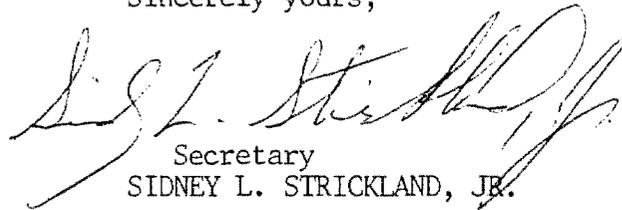
OFFICE OF THE SECRETARY

Susan G. Lichtenfeld
Ross & Hardies
150 North Michigan Avenue
Suite 2700
Chicago, Illinois 60601

Dear **Sirs**:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **7/7/93** at **12:25PM**, and assigned recordation number(s) **10298-E and F. 12317-YYY and 14696-JJJJ.**

Sincerely yours,



Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)