

RECORDATION NO.

13060-F
FILED

SEP 30 '99

2-30PM

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

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OF COUNSEL
URBAN A. LESTER

September 30, 1999

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Termination Of Security Interest, dated as of September 27, 1999, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents which were previously filed with the Commission under Recordation Numbers 13060, 13060-A and 13060-C.

The names and addresses of the parties to the enclosed document are:

Lessor: Mellon Financial Services Corporation
One Mellon Bank Center
Pittsburgh, PA 15258

Trustee: The Bank of New York
One Wall Street
New York, NY

A description of the railroad equipment covered by the enclosed document is:

all equipment covered by the documents previously filed therein.

Mr. Vernon A. Williams
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Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,


Robert W. Alvord

RWA/bg
Enclosures

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TERMINATION OF SECURITY INTEREST

SEP 30 '99

THIS TERMINATION OF SECURITY INTEREST (this "Termination") is made and entered into, as of September 27, 1999, by MELLON FINANCIAL SERVICES CORPORATION #4 (formerly known as Mellon International Leasing Company and, herein, "Mellon") and THE BANK OF NEW YORK (successor to Mercantile-Safe Deposit and Trust Company and herein, "BNY").

RECITALS

The following agreements were entered into by the parties indicated with respect to the railroad equipment described on Schedule 1 hereto, which agreements were filed with the Interstate Commerce Commission as noted:

1. Conditional Sale Agreement, dated as of March 15, 1981 (the "CSA"), between Greenville Steel Car Company, as Builder, and The Connecticut Bank and Trust Company, as Trustee under the Trust Agreement of even date, with Mellon, as the Owner, which CSA was filed with the Interstate Commerce Commission on April 21, 1981, under recordation number 13060.
2. Lease of Railroad Equipment, dated as of March 15, 1981, between Chicago and North Western Transportation Company, as Lessee and Trustee, as Lessor, filed with the Interstate Commerce Commission on April 21, 1981, under recordation number 13060-B.
3. Assignment of Lease and Agreement, dated as of March 15, 1981, between the Trustee, as assignor, and Mercantile-Safe Deposit and Trust Company, as Agent, as assignee, filed with the Interstate Commerce Commission on April 21, 1981, under recordation number 13060-C.
4. Agreement and Assignment, dated as of March 15, 1981, between the Builder and the Agent, filed with the Interstate Commerce Commission on April 21, 1981, under recordation number 13060-A.

TERMINATION OF SECURITY INTEREST

Mellon and BNY, solely in its capacity as agent for the Investors, each hereby acknowledge that all amounts due with respect to the CSA Indebtedness (as defined in the CSA) have been received by the Investors and the Equipment is no longer subject to the CSA or the Assignment.

This Termination, which may be executed in counterparts, shall in all respects be governed by, and construed in accordance with, the laws of the State of New York, including all matters of construction, validity and performance.

IN WITNESS WHEREOF, the parties have caused this Termination to be executed by their respective duly authorized officers as of the day and year first above written.

THE BANK OF NEW YORK, as Agent MELLON FINANCIAL SERVICES CORPORATION #4

By: 
THOMAS (B) ZAKRZEWSKI
"VICE PRESIDENT"

By: 
Michael F. Marks
Vice President

COUNTY OF NEW YORK)
) SS
STATE OF NEW YORK)

On this the 28 day of September 1999, before me personally appeared Thomas Zakrzewski to me personally known, who being by me duly sworn, says that he is a Vice President of The Bank of New York, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

WILLIAM J. CASSELS
Notary Public, State of New York
No. 01CA5027729
Qualified in Bronx County
Commission Expires May 16, 2000

COUNTY OF ALLEGHENY
COMMONWEALTH OF PENNSYLVANIA

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) SS
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On this the 29th day of September 1999, before me personally appeared Michael F. Marks, to me personally known, who being by me duly sworn, says that he is a Vice President of Mellon Financial Services Corporation #4, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Debra L. Keenan
Notary Public

Notarial Seal
Debra L. Keenan, Notary Public
Pittsburgh, Allegheny County
My Commission Expires Oct. 12, 2000
Member, Pennsylvania Association of Notaries