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May 1, 1991

8206-B  
RECORDATION NO. 8206-B FILED

MAY 1 1991 - 10 10 AM

INTERSTATE COMMERCE COMMISSION

MAY 1 10 09 AM '91  
REG. OPERATING UNIT

The Honorable Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Dear Secretary Strickland:

Enclosed for recordation, under the provisions of 49 U.S.C. §11303(a) and the regulations thereunder, are an original and one counterpart of Instrument of Satisfaction and Release, a secondary document, dated as of April 1, 1991, by and among Mercantile-Safe Deposit and Trust Company, as Agent ("Agent"), and United States Trust Company of New York, as Trustee ("Trustee") under a Trust Agreement dated as of January 1, 1976 with General Electric Capital Corporation (formerly known as General Electric Credit Corporation), with respect to a lease involving Richmond, Fredricksburg and Potomac Railroad Company, as Guarantor and Lessee ("Lessee"), relating to that certain Conditional Sale Agreement among Whittaker Corporation (Berwick Forge and Fabricating Division) ("Whittaker"), Trustee and Lessee (as Guarantor), dated as of January 1, 1976, recorded under Recordation No. 8206, and relating to that certain Agreement and Assignment between Whittaker and Agent, dated as of January 1, 1976, recorded under Recordation No. 8206-A.

It is my understanding that the recordation number to be assigned to this new document as described in the preceding paragraph will be: 8206-B.

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

AGENT: Mercantile-Safe Deposit and Trust Company  
Post Office Box 2258  
Two Hopkins Plaza  
Baltimore, Maryland 21203

*Cleary Wood & Maser*

DONELAN, CLEARY, WOOD & MASER, P. C.  
The Honorable Sidney L. Strickland, Jr.  
May 1, 1991  
Page 2

TRUSTEE: United States Trust Company of New York  
114 West 47th Street  
New York, New York 10036

The undersigned is the attorney-in-fact for purposes of this filing. Please return the original of the enclosed document to John K. Maser III, Esquire, Donelan, Cleary, Wood & Maser, P.C., Suite 850, 1275 K Street, N.W., Washington, D.C. 20005-4006 or the bearer hereof.

Also enclosed is a remittance in the amount of \$15.00 for the required recording fee.

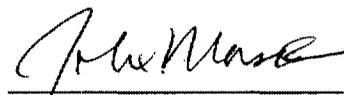
A short summary of the document to appear in the index follows:

#### SECONDARY DOCUMENT

Instrument of Satisfaction and Release, dated as of April 1, 1991, by and between Mercantile-Safe Deposit and Trust Company, as Agent, and United States Trust Company of New York, as Trustee, relating to that certain Conditional Sale Agreement among Whittaker Corporation (Berwick Forge and Fabricating Division) ("Whittaker"), Trustee and Richmond, Fredricksburg and Potomac Railroad Company (as Guarantor), dated as of January 1, 1976, recorded under Recordation No. 8206, and relating to that certain Agreement and Assignment between Whittaker and Agent, dated as of January 1, 1976, recorded under Recordation No. 8206-A.

Respectfully submitted,

By



John K. Maser III  
Attorney-In-Fact

INSTRUMENT OF SATISFACTION AND RELEASE dated as of April 1, 1991, by and among MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, as Agent (the "Agent"), and UNITED STATES TRUST COMPANY OF NEW YORK, as Trustee (the "Trustee") under a Trust Agreement dated as of January 1, 1976, with General Electric Capital Corporation (formerly known as General Electric Credit Corporation), with respect to a lease involving RICHMOND, FREDRICKSBURG AND POTOMAC RAILROAD COMPANY, as Guarantor and Lessee (the "Lessee").

WITNESSETH:

WHEREAS, ACF INDUSTRIES INCORPORATED, the Trustee and the Lessee (as Guarantor) entered into a Conditional Sale Agreement (the "ACF INDUSTRIES INCORPORATED Conditional Sale Agreement") dated as of January 1, 1976;

WHEREAS, the ACF INDUSTRIES INCORPORATED Conditional Sale Agreement was filed and recorded with the Interstate Commerce Commission ("ICC") on January 28, 1976, and assigned Recordation No. 8196;

WHEREAS, ACF INDUSTRIES INCORPORATED and the Agent entered into an Agreement and Assignment (the "ACF Assignment"), dated as of January 1, 1976;

WHEREAS, the ACF INDUSTRIES INCORPORATED Assignment was filed and recorded with the ICC on January 28, 1976, and assigned Recordation No. 8196-A;

WHEREAS, FMC CORPORATION, the Trustee and the Lessee (as Guarantor) entered into a Conditional Sale Agreement (the "FMC CORPORATION Conditional Sale Agreement") dated as of January 1, 1976;

WHEREAS, the FMC CORPORATION Conditional Sale Agreement was filed and recorded with the Interstate Commerce Commission ("ICC") on January 28, 1976, and assigned Recordation No. 8198;

WHEREAS, FMC CORPORATION and the Agent entered into an Agreement and Assignment (the "FMC Assignment"), dated as of January 1, 1976;

WHEREAS, the FMC CORPORATION Assignment was filed and recorded with the ICC on January 28, 1976, and assigned Recordation No. 8198-A;

WHEREAS, WHITTAKER CORPORATION (BERWICK FORGE AND FABRICATING DIVISION), the Trustee and the Lessee (as Guarantor) entered into a Conditional Sale Agreement (the "WHITTAKER Conditional Sale Agreement") dated as of January 1, 1976;

WHEREAS, the WHITTAKER Conditional Sale Agreement was filed and recorded with the ICC on February 5, 1976, and assigned Recordation No. 8206;

WHEREAS, WHITTAKER and the Agent entered into an Agreement and Assignment (the "WHITTAKER Assignment"), dated as of January 1, 1976;

WHEREAS, the WHITTAKER Assignment was filed and recorded with the ICC on February 5, 1976, and assigned Recordation No. 8206-A;

WHEREAS, the Trustee and American Railbox Car Company ("Railbox") entered into a Lease of Railroad Equipment (the "Old Lease"), dated as of January 1, 1976, covering the equipment described in Schedule A thereto;

WHEREAS, the Old Lease was filed and recorded with the ICC on January 28, 1976, and assigned Recordation No. 8197;

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INTERSTATE COMMERCE COMMISSION

WHEREAS, Railbox failed to make certain payments due under the Old Lease and assigned its interests thereunder to the Lessee, as Guarantor, whereupon the Lessee and the Trustee entered into a new Lease of Railroad Equipment dated as of April 1, 1983 (the "New Lease"), and the New Lease was filed and recorded with the ICC on July 17, 1983, and assigned Recordation No. 8197-C;

WHEREAS, the Trustee and the Agent entered into an Assignment of Lease and Agreement (the "Lease Assignment"), dated as of April 1, 1983, with respect to the New Lease;

WHEREAS, the Lease Assignment was filed and recorded with the ICC on ~~April 27~~<sup>July 17</sup>, 1983, and assigned Recordation No. 8197-D

WHEREAS, the parties hereto desire to execute this Instrument to evidence for public records the satisfaction and release of the rights and obligations of the parties under the ACF INDUSTRIES Conditional Sales Agreement, the FMC CORPORATION Conditional Sale Agreement and the WHITTAKER Conditional Sale Agreement, the ACF INDUSTRIES Assignment, the FMC CORPORATION Assignment and the WHITTAKER Assignment, and the Lease Assignment.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency whereof is hereby acknowledged, the parties hereto do hereby acknowledge the satisfaction and release of all the covenants, obligations, liens, and warranties each of the parties under the ACF INDUSTRIES INCORPORATED Conditional Sales Agreement, the FMC CORPORATION Conditional Sale Agreement, the WHITTAKER Conditional Sale Agreement, the ACF INDUSTRIES Assignment, the FMC CORPORATION Assignment, the WHITTAKER Assignment, and the Lease Assignment;

The Trustee will cause this Instrument to be filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. Section 11303, and will furnish a recorded counterpart thereof to the Agent.

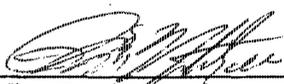
This Instrument shall be executed in several counterparts, each of which when so executed shall be deemed to be an original and such counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the Agent and the Trustee have caused this Instrument to be signed in their respective corporate names and their respective corporate seals to be hereunto affixed and attested by their respective duly authorized officers as of the day and year first above written.

MERCANTILE-SAFE DEPOSIT AND  
TRUST COMPANY, as Agent

ATTEST:

By:

  
Vice President

  
Title:

Corporate Trust Officer



UNITED STATES TRUST COMPANY  
OF NEW YORK, as Trustee

ATTEST:

By: Christine C. Collins  
Assistant Vice President

Patricia Sturman  
Assistant Secretary

STATE OF \_\_\_\_\_ )  
COUNTY OF \_\_\_\_\_ )

On this \_\_\_\_\_ day of \_\_\_\_\_, 1991, before me personally appeared \_\_\_\_\_, to me personally known, who, being by me duly sworn, says that (s)he is a \_\_\_\_\_ of Mercantile-Safe Deposit and Trust Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said trust company, that said instrument was signed and sealed on behalf of said trust company by authority of its Board of Directors and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said trust company.

\_\_\_\_\_  
Notary Public

STATE OF New York )  
COUNTY OF New York )

On this 25th day of March, 1991, before me personally appeared Christine C. Collins, to me personally known, who, being by me duly sworn, says that (s)he is an Assistant Vice President of the United States Trust Company of New York, that one of the seals affixed to the foregoing instrument is the corporate seal of said trust company, that said instrument was signed and sealed on behalf of said trust company by authority of its By-Laws, and (s)he acknowledges that the execution of the foregoing instrument was the free act and deed of said trust company.

Thomas McCutcheon  
Notary Public

THOMAS McCUTCHEON  
NOTARY PUBLIC, State of New York  
No. 4000005  
Qualified in Nassau County  
Commission Expires April 16, 1992