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

RECORDATION NO. 10627-F
FILED 10627
SEP 12 1995 - 1 10 PM
INTERSTATE COMMERCE COMMISSION
OF COUNSEL
URBAN A. LESTER

September 12, 1995

0100769015

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

RECEIVED
OFFICE OF THE
SECRETARY
SEP 12 1 09 PM '95
LICENSING BRANCH

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are five (5) copies of a Release, dated as of September 7, 1995, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to the Conditional Sale Agreement, duly filed with the Commission under Recordation Number 10627.

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

Indenture Trustee: Mercantile Safe Deposit & Trust Co.
2 Hopkins Plaza
Baltimore, Maryland 21201

A description of the railroad equipment covered by the enclosed document is attached to the Release as Schedule A.

*Copy to
County Clerk*

Mr. Vernon A. Williams
September 12, 1995
Page 2

Also enclosed is a check in the amount of \$21.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

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

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg
Enclosures



Interstate Commerce Commission
Washington, D.C. 20423-0001

9/12/95

Office Of The Secretary

Alvord And Alvord
918 Sixteenth Street, NW., Ste. 200
Washington, DC., 20006-2973

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 9/12/95 at 1:10PM, and assigned recordation number(s). 70627-F, 19378-H and 19379-C.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

(0100769015)

\$ 63.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

RELEASE

RECORDATION NO. 10627-F FILED 1995
SEP 12 1995 -1 10 AM
INTERSTATE COMMERCE COMMISSION

This Release dated as of Sept 7, 1995, is made by Mercantile Safe Deposit & Trust Co., not individually but solely as Indenture Trustee ("Indenture Trustee").

RECITALS

1. Reference is made to the equipment listed on Schedule A attached hereto (the "Equipment") which is subject to a Conditional Sale Agreement dated as of February 1, 1979 between the Citicorp Railmark, Inc. (As successor to SH Leasing, Inc. And Equilease Corporation, which is successor in interest by merger to Unilease No. 15, Inc.) ("Owner"), General Motors Corporation (Electro-Motive Division) ("GM") and General Electric Company ("GE"), pursuant to which GM and GE agreed to construct, sell and deliver the Equipment, which was recorded with the Interstate Commerce Commission ("ICC") on July 16, 1979 and assigned recordation number 10627. GM and GE subsequently assigned all of their rights under the CSA to Indenture Trustee pursuant to Agreement and Assignment, dated as of February 1, 1979, which was recorded with the ICC on July 16, 1979 and assigned ICC recordation number 10627-A. Owner entered into a Lease of Railroad Equipment (the "Lease"), dated as of February 1, 1979, with Consolidated Rail Corporation ("Conrail"), as lessee, which was recorded with the ICC on July 16, 1979, and assigned ICC recordation number 10627-B. Owner subsequently assigned its rights under the Lease to Indenture Trustee pursuant to an Assignment of Lease and Agreement, dated as of February 1, 1979 (the "Lease Assignment"), which was recorded with the ICC on July 16, 1979, and assigned ICC recordation number 10627-C.

2. Indenture Trustee hereby releases any and all liens, claims and other encumbrances on the Equipment as granted pursuant to the foregoing documents.

IN WITNESS WHEREOF, Indenture Trustee has caused this Release to be duly executed by its authorized officer as of the day and year first written above.

By: Marian P. Allen

Title CORPORATE TRUST OFFICER

State of: Maryland

County of: Baltimore

On this 7th day of September, 1995 before me personally appeared Marian D. Allen, to me personally known, who, being duly sworn, says that [she/he] is a CORPORATE TRUST OFFICER of MERCANTILE BANK & TRUST CO., that said instrument was signed on Sept 7, 1995 on behalf of said Corporation by authority of its Board of Directors, and [she/he] acknowledges the execution of the foregoing instrument was the free act and deed of said Corporation.

Sworn to and subscribed before me
this 7th day of Sept 19995

[Signature]

Notary Public

exp 12/1/97

SCHEDULE A

Equipment List

<u>Type and Specification</u>	<u>Quantity</u>	<u>Identification Numbers</u>
3000 h.p. Model SD40-2 Diesel Electric Locomotives	14	CR 6483 - 6496 Inclusive
2,250 h.p. Model B23-7 Diesel Electric Locomotives (with 345 signal cabs)	9	CR 1992 - 2000 Inclusive