

01 00404068

16769-L

DONELAN, CLEARY, WOOD & MASER, P.C.

RECORDATION NO. 16769-M FILED 1425

OCT 17 1994 - 3 30 PM

OCT 17 1994 - 3 30 PM

INTERSTATE COMMERCE COMMISSION
OFFICE (202) 371-9500

ATTORNEYS AND COUNSELORS AT LAW
SUITE 750
1100 NEW YORK AVENUE, N.W.
WASHINGTON, D.C. 20005-3934

INTERSTATE COMMERCE COMMISSION
TELECOPIER (202) 371-0900

October 17, 1994

Recordation Nos. 16769-L and 16769-M

\$42.00 filing fee

Dear Mr. Williams:

On behalf of Pac Rail II and Greyhound Financial Corporation, I submit for filing and recording under 49 U.S.C. § 11303 and the regulations promulgated thereunder, counterparts of two secondary documents, not previously recorded.

The document to be recorded under Recordation No. 16769-L is entitled Termination of Lease ("Termination"), dated as of October 17, 1994 and acts to terminate of record the Railroad Equipment Lease under Recordation No. 16769-E.

The document to be recorded under Recordation No. 16769-M is entitled Release and Termination of Part of Security Interest in Leases ("Release"), dated as of October 17, 1994 and acts to release only the units of rolling stock covered in the Railroad Equipment Lease under Recordation No. 16769-E from the Collateral Assignment of Leases under Recordation No. 16769-J.

The party to the above-mentioned Termination is:

Pac Rail II - Terminating Party
110 Pacific Avenue, #115
San Francisco, CA 94111

The party to the above-mentioned Release is:

Greyhound Financial Corporation - Releasing Party
Dial Corporate Center
Dial Tower
Phoenix, AZ 85077

The units of equipment covered by the two enclosed documents are as mentioned above, namely 114 open-top hopper cars as identified in Exhibit A hereto.

A short summary to be put in the ICC Index Book as to the Termination (Recordation No. 16769-L), is as follows:

"Complete Termination of Lease"

A short summary to be put in the ICC Index Book as to the Release (Recordation No. 16769-M), is as follows:

"Release from 16769-J only units in 16769-E"

Countersparts - [Signature]

Oct 17 3 26 PM '94
LICENSING BRANCH
OFFICE OF THE SECRETARY OF TRANSPORTATION

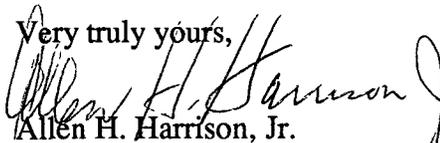
DONELAN, CLEARY, WOOD & MASER, P.C.

Honorable Vernon A. Williams
October __, 1994
Page 2

Enclosed is a check in the amount of forty two dollars (\$42.00) in payment of the filing fees.

Once the filings have been made, please return to bearer the stamped counterpart(s) of the documents not required for filing purposes, together with the letter/fee receipt from the ICC acknowledging the filings, and the two extra copies of this letter of transmittal.

Very truly yours,



Allen H. Harrison, Jr.

*Attorney for Pac Rail II and Greyhound
Financial Corporation for the purpose of this filing.*

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

Enclosures
BY HAND
8324-020

EXHIBIT A

One Hundred Fourteen (114) 100-ton self-clearing, center-dump, open-top hopper cars, manufactured by Pullman Standard with the following Bessemer and Lake Erie numbers:

Road Nos: (98202 - 98400)

98202	98269	98343
98205	98271	98344
98206	98273	98345
98207	98274	98346
98208	98275	98347
98209	98277	98348
98210	98278	98351
98215	98279	98352
98217	98281	98353
98219	98282	98355
98222	98285	98356
98223	98287	98358
98224	98288	98359
98226	98289	98360
98228	98290	98362
98229	98292	98368
98230	98297	98370
98231	98298	98373
98235	98300	98374
98236	98302	98375
98237	98303	98379
98239	98304	98380
98240	98305	98381
98242	98307	98382
98247	98308	98383
98248	98309	98384
98250	98316	98385
98251	98317	98386
98253	98320	98388
98255	98321	98392
98256	98323	98393
98258	98324	98394
98260	98325	98395
98261	98329	98397
98263	98331	98399
98264	98332	98400
98265	98333	
98267	98335	
98268	98339	

16769-E

RECORDATION NO. 16769-I FILED 1994
OCT 17 1994 - 3 20 PM
INTERSTATE COMMERCE COMMISSION

TERMINATION OF LEASE

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, PAC RAIL, as Lessor and CONSOLIDATED RAIL CORPORATION, as Lessee, did, as of January 5, 1990, enter into that certain Railroad Equipment Lease, ("Lease"), recorded with the Interstate Commerce Commission ("ICC") on February 20, 1990 under Recordation No. 16769-E; and

WHEREAS, by that certain Assignment of Lease executed June 25, 1993 and recorded with the ICC July 9, 1993 under Recordation No. 16769-I, PAC RAIL did assign to PAC RAIL II, all of its right, title and interest as Lessor in, to and under the aforesaid Lease; and

WHEREAS, the aforesaid Lease was for a term of forty-eight (48) months, which term has ended, has not been extended and all duties, obligations and payments under the said Lease have been fulfilled, whereby the Lease now has expired by its terms, and all the units of rolling stock, namely one hundred fourteen (114) open-top hopper cars, covered by the Lease are no longer subject to the Lease.

NOW, THEREFORE, this Termination of Lease document is recorded for the purpose of officially terminating of record in the files of the ICC the aforesaid Lease.

IN WITNESS WHEREOF, the party hereto has executed this Termination of Lease as of the 10 day of October, 1994.

PAC RAIL II
By: [Signature]
Name: EDWARD A. GARNEY
Corporate Title: PRESIDENT

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

No 5907

State of California

County of San Francisco

On Oct. 10, 1994 before me, John C. Copoulos

DATE

NAME, TITLE OF OFFICER - E.G., "JANE DOE, NOTARY PUBLIC"

personally appeared Edward A. Garvey

NAME(S) OF SIGNER(S)

personally known to me - OR - proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

John C. Copoulos
SIGNATURE OF NOTARY

OPTIONAL

Though the data below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent reattachment of this form.

CAPACITY CLAIMED BY SIGNER

- INDIVIDUAL
- CORPORATE OFFICER

TITLE(S)

- PARTNER(S) LIMITED
- GENERAL

- ATTORNEY-IN-FACT
- TRUSTEE(S)
- GUARDIAN/CONSERVATOR
- OTHER: _____

SIGNER IS REPRESENTING:
NAME OF PERSON(S) OR ENTITY(IES)

DESCRIPTION OF ATTACHED DOCUMENT

TITLE OR TYPE OF DOCUMENT

NUMBER OF PAGES

DATE OF DOCUMENT

SIGNER(S) OTHER THAN NAMED ABOVE