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17699-E 21,06  
FILED 1876

NOV 6 1995 - 12:56 PM

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

OF COUNSEL  
URBAN A. LESTER

November 3, 1995

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

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) copies of a Total Release, dated November 3, 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 Loan and Security Agreement which was duly filed with the Commission under Recordation Number 17699.

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

Secured Party/Assignor: Marine Midland Business Loans, Inc.  
(f/k/a U.S. Concord, Inc.)  
1933 N. Meacham Road, Suite 530  
Schaumburg, Illinois 60173

Assignee: CoreStates Bank, N.A.  
1339 Chestnut Street  
Philadelphia, Pennsylvania 19101-7618

LICENSING BRANCH  
NOV 6 12 49 PM '95

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

Eleven (11) GP38-2 locomotives bearing reporting marks and road numbers CNW 4701 through CNW 4711, inclusive.

*Handwritten initials*

*Countryparts*

Mr. Vernon A. Williams  
November 3, 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 one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", written in a cursive style.

Robert W. Alvord

RWA/bg  
Enclosures



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

11/6/95

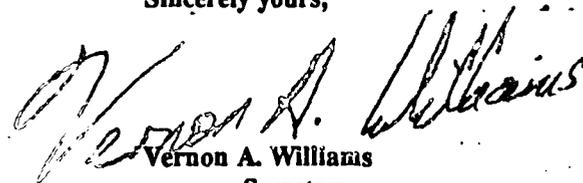
Office Of The Secretary

Robert W. Alvord  
Alvord And Alvord  
918 Sixteenth St., 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 11/6/95 at 12:55 PM and, and 1:00 PM assigned recordation number(s). 17699-E and 17699-F.

Sincerely yours,

  
Vernon A. Williams  
Secretary

Enclosure(s)

(0100843085)  
(0100843086)

\$ 42.00 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



TOTAL RELEASE

NOV 6 1995 -12 55 PM

INTERSTATE COMMERCE COMMISSION

The undersigned, Marine Midland Business Loans, Inc., a New York corporation formerly known as U.S. Concord, Inc. ("Lender"), and CoreStates Bank, N.A. hereby release and terminate that certain (i) Loan and Security Agreement dated as of January 31, 1992 between Lender and National Railway Equipment Co., an Illinois corporation ("NREC"), recorded with the Interstate Commerce Commission on February 6, 1992, and receiving Recordation Number 17699-B; (ii) Notice and Acknowledgement of Assignment dated as of January 31, 1992 between Lender, Chicago and North Western Transportation Company and NREC, recorded with the Interstate Commerce Commission on February 6, 1992, and receiving Recordation Number 17699-A; (iii) Memorandum of Reassignment of Lease of Railroad Equipment dated June 8, 1992 between Lender and Core States Bank, N.A., as assignee, recorded with the Interstate Commerce Commission on June 15, 1992, and receiving Recordation Number 17699-C; and (iv) Memorandum of Partial Assignment and Subordination Agreement dated June 8, 1992 between Lender and Core States Bank, N.A., as assignee, recorded with the Interstate Commerce Commission on June 15, 1992, and receiving Recordation Number 17699-D.

Dated: November 3, 1995

Marine Midland Business Loans, Inc.

By: [Signature]  
Title: Sr. Credit Manager

CoreStates Bank, N.A.

By: Carmel C. Albano  
Title: Commercial Office

Commonwealth of Pennsylvania )  
Chester ) ss:  
~~Philadelphia~~ County )

On this 2nd day of November, 1995, before me, personally appeared Richard Hardt, to me personally known, who being by me duly sworn, says that (s)he is the Sr. Credit Manager of Marine Midland Business Loans, Inc., a New York corporation formerly known as U.S. Concord, Inc., that said instrument was signed on behalf of said corporation 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 corporation.

[Seal]

JoAnn Knepp  
Signature of Notary Public Notarial Seal  
JoAnn Knepp, Notary Public  
East Whiteland Twp., Chester County  
My Commission Expires Aug. 16, 1997  
My commission expires \_\_\_\_\_  
Member, Pennsylvania Association of Notaries

Commonwealth of Pennsylvania )  
Chester ) ss:  
~~Philadelphia~~ County )  
Philadelphia

On this 2nd day of November, 1995, before me, personally appeared Carol C. Alban to me personally known, who being by me duly sworn, says that (s)he is the Commercial Officer of CoreStates Bank, N.A., a national banking association, that said instrument was signed on behalf of said bank 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 bank.

[Seal]

Elizabeth Bodkin  
Signature of Notary Public  
My commission expires \_\_\_\_\_

NOTARIAL SEAL  
ELIZABETH BODKIN, Notary Public  
City of Philadelphia, Phila. County  
My Commission Expires May 4, 1998