

RECORDATION NO. 15431-G FILED

FEB 16 '99

1-40PM

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
918 SIXTEENTH STREET, N.W.  
SUITE 200  
WASHINGTON, D.C.  
20006-2973  
  
(202) 393-2266  
FAX (202) 393-2156

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

OF COUNSEL  
URBAN A. LESTER

*Country Parts*

February 16, 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 Memorandum of Release, dated as of June 30, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Trust Indenture and Security Agreement, as supplemented, and the Lease, as supplemented, which were previously filed with the Commission under Recordation Number 15431.

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

Indenture Trustee and Lessee:	State Street Bank and Trust Company (successor to The Connecticut Bank and Trust Company) 225 Asylum Avenue Hartford, CT 06103
Owner Trustee and Lessor:	Meridian Trust Company One Rodney Square 920 King Street Wilmington, DE 19801

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

one hundred (100) locomotives LMX 8500 through LMX 8599

Vernon A. Williams  
February 16, 1999  
Page 2

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 one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Robert W. Alvord".

Robert W. Alvord

RWA/bg  
Enclosures

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001

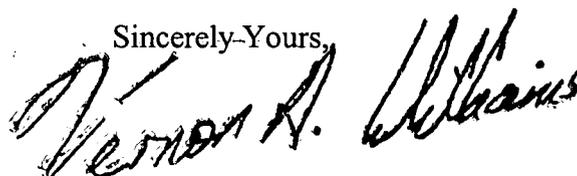
OFFICE OF THE SECRETARY

Robert W. Alvord  
Alvord And Alvord  
918 Sixteenth Street, NW., Ste. 200  
Washington, DC., 20005-2973

Dear Sir:

The enclosed documents (s) was recorded pursuant to the provisions of 49 U.S.C.  
11301 and CFR 1177.3 (c), on 2/16/99 at 1:40PM, and  
assigned recordation numbers (s): 22027, 22027-A, 21626-B, 15431-G and 15432-A

Sincerely-Yours,



Vernon A. Williams

Enclosure(s)

130.00-Paid by( STB Acct: 22257)

\$\_\_\_\_\_ 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. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature \_\_\_\_\_



MEMORANDUM OF RELEASE FROM THE AGREEMENTS  
UNDER RECORDATION NUMBER 15431

THIS MEMORANDUM OF RELEASE FROM THE AGREEMENTS FILED UNDER RECORDATION NUMBER 15431 dated as of the 30th day of June, 1998 is made by Meridian Trust Company, a Pennsylvania trust company, with an address at c/o First Union Trust Company, National Association, One Rodney Square, 920 King Street, Wilmington, Delaware 19801 ("the Owner Trustee"), State Street Bank and Trust Company, formerly The Connecticut Bank and Trust Company, National Association, with an address at 225 Asylum Avenue, Hartford, Connecticut 06103 (the "Indenture Trustee") and Fleet National Bank (as successor to Fleet National Bank of Connecticut (formerly known as The Connecticut National Bank)) with an address at 225 Asylum Avenue, Hartford, Connecticut 06103 (the "LMX Trustee" and, together with the Owner Trustee and the Indenture Trustee, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Owner Trustee and the Indenture Trustee entered into that certain Trust Indenture and Security Agreement (the "Trust Indenture") dated as of December 22, 1987; that certain Indenture Supplement (the "Indenture Supplement No. 1") dated December 29, 1987 and that certain Indenture Supplement (the "Indenture Supplement No. 2") dated April 28, 1988;

WHEREAS, the LMX Trustee and the Owner Trustee entered into that certain Lease of Railroad Equipment (the "Lease") dated as of December 22, 1987; that certain Lease Supplement No. 1 (the "Lease Supplement No. 1") dated December 29, 1987; that certain Lease Supplement No. 2 (the "Lease Supplement No. 2") and that certain Assignment of Electrical Power Purchase Agreement (the "Assignment" and, together with the Trust Indenture, the Indenture Supplement No. 1, the Indenture Supplement No. 2, the Lease, the Lease Supplement No. 1 and the Lease Supplement No. 2, the "Agreements"), each of which Agreements is in respect of the locomotives identified in Schedule A hereto (the "Equipment") dated as of December 22, 1987;

WHEREAS, the Parties wished to show for the public record the existence of the aforesaid Agreements, and accordingly the Parties caused the Agreements to be filed with the Interstate Commerce Commission on the following dates under the following Recordation Numbers:

<u>Agreement</u>	<u>Date Filed</u>	<u>Recordation No.</u>
Trust Indenture	12/29/1987, 12:30 p.m.	15431
Indenture Supplement No. 1	12/29/1987, 12:30 p.m.	15431-A

Lease	12/29/1987, 12:30 p.m.	15431-B
Lease Supplement No. 1	12/29/1987, 12:30 p.m.	15431-C
Assignment	12/29/1987, 12:30 p.m.	15431-D
<u>Agreement</u>	<u>Date Filed</u>	<u>Recordation No.</u>
Indenture Supplement	04/28/1988, 9:10 a.m.	15431-E
No. 2		
Lease Supplement No. 2	04/28/1988, 9:10 a.m.	15431-F;

WHEREAS, the terms of the Agreements expire on June 30, 1998, and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument (a) the Indenture Trustee hereby releases the Owner Trustee and the Owner Trustee hereby releases the Indenture Trustee from all rights and obligations arising under the Indenture, the Indenture Supplement No. 1 and the Indenture Supplement No. 2, (b) the Owner Trustee hereby releases the LMX Trustee and the LMX Trustee hereby releases the Owner Trustee from all rights and obligations arising under the Lease, the Lease Supplement No.1, the Lease Supplement No. 2 and the Assignment, (c) the Indenture Trustee hereby releases all property including, without limitation, the Equipment, granted as security under the Indenture, the Indenture Supplement No. 1, the Indenture Supplement No. 2 and the Assignment from the lien of the Indenture, the Indenture Supplement No. 1, the Indenture Supplement No. 2 and the Assignment, and (d) the LMX Trustee hereby releases all its right, title and leasehold interest in and to the Equipment granted by the Lease, the Lease Supplement No. 1 and the Lease Supplement No. 2.

This memorandum may be executed in two or more original counterparts, each of which shall constitute an original, but all of which, when taken together, shall constitute but one instrument.

IN WITNESS WHEREOF, the undersigned has caused this Document to be executed by a duly authorized officer as of the day and year first above written.

STATE STREET BANK AND TRUST COMPANY,  
as Indenture Trustee

By:

  
\_\_\_\_\_  
CHRISTINA VAN RYZIN

Name:

Title:

\_\_\_\_\_  
ASSISTANT VICE PRESIDENT

STATE OF MASSACHUSETTS )  
                                  ) SS:  
COUNTY OF SUFFOLK     )

On this 20<sup>th</sup> day of October, 1998 before me personally appears CHRISTINA VALENZUELA, to me personally known, who by me duly sworn, says that he/she is the ASSISTANT VICE PRESIDENT of STATE STREET BANK AND TRUST COMPANY (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

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

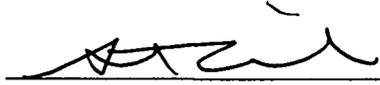
[SEAL]

My Commission expires:

BEVERLY ANN BURACK  
Notary Public  
My Commission Expires April 16, 2004

FLEET NATIONAL BANK,  
as LMX Trustee

By:



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Name:

STEVEN CIMALORE

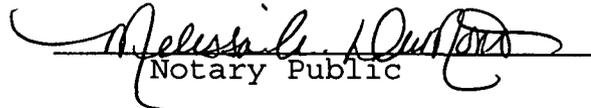
Title:

ATTORNEY-IN-FACT

STATE OF CONNECTICUT )  
 ) SS:  
COUNTY OF HARTFORD )

On this 28<sup>th</sup> day of OCTOBER, 1998 before me personally appears STEVEN CIMALORE, to me personally known, who by me duly sworn, says that he/~~she~~ is the ATTORNEY-IN-FACT of FLEET NATIONAL BANK (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/~~she~~ acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Notary Public

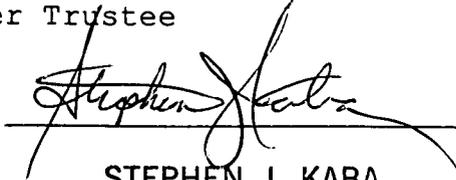
MELISSA A. DuMONT  
NOTARY PUBLIC  
MY COMMISSION EXPIRES AUG. 31, 2001

[SEAL]

My Commission expires:

MERIDIAN TRUST COMPANY,  
as Owner Trustee

By:

A handwritten signature in cursive script, appearing to read "Stephen J. Kaba", is written over a horizontal line.

Name:

STEPHEN J. KABA

Title:

VICE PRESIDENT

STATE OF Delaware ,  
COUNTY OF New Castle ) SS:

On this 6 day of November, 1998 before me personally appears STEPHEN J. KABA, to me personally known, who by me duly sworn, says that he/she is the VICE PRESIDENT of MERIDIAN TRUST COMPANY (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

  
Notary Public

[SEAL]

My Commission expires:

NOTARY PUBLIC, STATE OF DELAWARE  
My Commission Expires November 21, 1999  
RITA MARIE RITROVATO LAWLESS

**SCHEDULE A**  
**EQUIPMENT**

<u>Quantity</u>	<u>Equipment Description</u>	<u>Road Numbers</u>
100	B39-8, 3900 Horsepower, Four Axle Diesel Electric Locomotives	LMX 8500-LMX 8599