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0100315905

July 20, 1994

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

RECORDATION NO. 13828-B
FILED 1498
JUL 21 1994 - 10 42 AM
INTERSTATE COMMERCE COMMISSION

RECEIVED
JUL 21 1994
17 1994

Dear Mr. Strickland:

Enclosed for recordation in your office pursuant to the provisions of 49 U.S.C. §11303 are two original counterparts of a Complete Termination and Release of Security Interests and Lien dated as of July 18, 1994 (the "Termination"), a secondary document as defined in the Interstate Commerce Commission's Rules for the Recordation of Documents, 49 C.F.R. §1177. The primary document to which the enclosed Termination is connected is that certain Conditional Sale Agreement dated as of October 1, 1982 by and between Consolidated Rail Corporation, a Pennsylvania corporation, and the Akron & Barberton Belt Railroad Company, an Ohio corporation ("Conditional Sale Agreement"). The Conditional Sale Agreement was recorded in the Interstate Commerce Commission's recordation files and records pursuant to 49 U.S.C. §11303(b) under Recordation Number 13828 on November 1, 1982.

The name and address of the party to the enclosed Termination is as follows:

Seller and Secured Party: Consolidated Rail Corporation
2001 Market Street
Two Commerce Square
Philadelphia, PA 19101-1419

The enclosed Termination covers any and all interests, rights and security interests in and to all properties, assets and rights of every kind and nature, wherever located, now owned or hereafter acquired or arising, and all proceeds and products thereof, as may have been granted pursuant to the Conditional Sale Agreement, including all rights, interests and liens in and to all railroad equipment and rolling stock covered by the Conditional Sale Agreement.

Please return one stamped original counterpart of the enclosed document to Debora J. Choate, Esq., McLachlan, Rissman & Doll, 6 West Hubbard Street, Suite 500, Chicago,

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

JULY 21, 1994

DEBORA J. CHOATE
MCLACHLAN, RISSMAN & DOLL
6 W. HUBBARD ST., SUITE 500
CHICAGO ILLINOIS 60610

Dear MR. CHOATE:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/21/94 at 10:45AM, and assigned recordation number(s). 13828-A and 18907 (10:50AM)

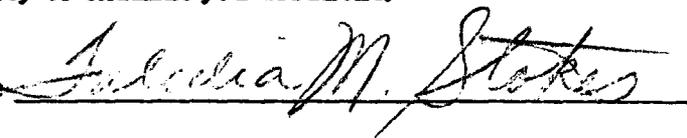
Sincerely yours,

Sidney L. Strickland, Jr.
Secretary

Enclosure(s)

\$ 36.00 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 stamped 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 you document.

Signature



RECORDATION NO. 13828-A

JUL 21 1994 10 46 AM

INTERSTATE COMMERCE COMMISSION

**COMPLETE TERMINATION AND RELEASE
OF SECURITY INTERESTS AND LIEN**

The undersigned, Consolidated Rail Corporation, a Pennsylvania corporation ("Secured Party"), for good and valuable consideration, the receipt and sufficiency of which is acknowledged, terminates, releases and discharges its right, security interest, lien and other interests granted under or with respect to that certain Conditional Sale Agreement dated as October 1, 1982 between the Secured Party (as seller) and the Akron & Barberton Belt Railroad Company, an Ohio corporation (the "ABB") (as buyer), which was filed with the Interstate Commerce Commission on November 1, 1982 as Recordation Number 13828 (the "Conditional Sale Agreement"), and in and to all properties, assets and rights of every kind and nature, wherever located, now owned or hereafter acquired or arising, and all proceeds and products thereof, as may have been granted pursuant to the Conditional Sales Agreement, including (without limiting the generality of the foregoing) all rights, interests and liens in and to two SW 1500 locomotives formerly bearing Conrail unit numbers 9601 and 9602 and currently bearing ABB unit numbers 1501 and 1502. Secured Party acknowledges that all obligations of the ABB under the Conditional Sale Agreement have been satisfied and discharged and that the Conditional Sale Agreement has been terminated.

Executed as of this 18th day of July, 1994.

CONSOLIDATED RAIL CORPORATION

By: _____

Name:

Title:

Thomas J. Mc Graw
THOMAS J. MC GRAW
DIRECTOR FINANCING

State of)
)ss:
County of)

On this 18th day of July, 1994, before me personally appeared THOMAS J. MCGRAW, to me personally known, who being by me duly sworn, says that (s)he is a Director - Financing of Consolidated Rail Corporation and that said instrument was on July 18, 1994, signed on behalf of said Consolidated Rail 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.

James W. Hartman, Jr.
Notary Public

(Notarial Seal)

Notarial Seal
James W. Hartman, Jr., Notary Public
Philadelphia, Philadelphia County
My Commission Expires May 20, 1995
Member, Pennsylvania Association of Notaries

My Commission Expires: