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RECORDED 10905-E, F, G, H
MAR 7 1996

March 7, 1996 MAR 7 1996 11 50 AM

Recordation No. 10905-E, F, G, and H

Dear Mr. Williams:

On behalf of The Bank of New York (successor to Mercantile-Safe Deposit and Trust Company), ("Bank"), I submit for filing and recording under 49 U.S.C. § 11301 and the regulations applicable thereunder, counterparts of four (4) secondary documents, not previously recorded, each document being a full release and termination of an earlier recorded document under Recordation No. 10905 and subparts thereof, as follows:

1. Full Release and Termination of Conditional Sale Agreement Recorded with the Interstate Commerce Commission under Recordation No. 10905, ("CSA Release"), made as of March 1, 1996, party thereto is:

The Bank of New York (successor to
Mercantile - Safe Deposit and Trust
Company), as agent
101 Barclay Street
New York, NY 10286

— RELEASING PARTY

The aforesaid CSA Release is a full release and termination of the Conditional Sale Agreement recorded under Recordation No. 10905 and the collateral covered thereby and should be recorded under the next available letter under Recordation No. 10905, which we believe is "-E."

The equipment covered by the enclosed CSA Release is all the rolling stock covered by the aforesaid Conditional Sale Agreement.

MAR 7 11 42 AM '96
INTERSTATE COMMERCE
COMMISSION
RECEIVED

Countrywide - J. H. Harman

Page 2

Honorable Vernon A. Williams

March 7, 1996

A short summary of the CSA Release to appear in the index of the Surface Transportation Board is as follows:

"Full release and termination of Conditional Sale Agreement filed under Recordation No. 10905."

2. Full Release and Termination of Agreement and Assignment Recorded with the Interstate Commerce Commission under Recordation No. 10905-A, ("Assignment Release"), made as of March 1, 1996, party thereto is:

The Bank of New York (successor to — RELEASING PARTY
Mercantile - Safe Deposit and Trust
Company), as agent
101 Barclay Street
New York, NY 10286

The aforesaid Assignment Release is a full release and termination of the Agreement and Assignment recorded under Recordation No. 10905-A and the collateral covered thereby and should be recorded under the next available letter under Recordation No. 10905, which we believe is "-F."

The equipment covered by the enclosed Assignment Release is all the rolling stock covered by the aforesaid Agreement and Assignment.

A short summary of the Assignment Release to appear in the index of the Surface Transportation Board is as follows:

"Full release and termination of Agreement and Assignment filed under Recordation No. 10905-A."

3. Full Release and Termination of Lease of Railroad Equipment Recorded with the Interstate Commerce Commission under Recordation No. 10905-B, ("Lease Release"), made as of March 1, 1996, party thereto is:

Consolidated Rail Corporation — LESSEE/RELEASING PARTY
2001 Market Street
Philadelphia, PA 19101-1425

Page 3

Honorable Vernon A. Williams

March 7, 1996

The CIT Group/Equipment Financing, — LESSOR/RELEASING PARTY
Inc. (successor in interest to Merrill
Lynch Leasing Inc.)
1211 Avenue of the Americas
New York, NY 10036

The aforesaid Lease Release is a full release and termination of the Lease of Railroad Equipment recorded under Recordation No. 10905-B and the collateral covered thereby and should be recorded under the next available letter under Recordation No. 10905, which we believe is "-G."

The equipment covered by the enclosed Lease Release is all the rolling stock covered by the aforesaid Lease of Railroad Equipment.

A short summary of the Lease Release to appear in the index of the Surface Transportation Board is as follows:

"Full release and termination of Lease of Railroad
Equipment filed under Recordation No. 10905-B."

4. Full Release and Termination of Assignment of Lease and Agreement Recorded with the Interstate Commerce Commission under Recordation No. 10905-C, ("Lease Assignment Release"), made as of March 1, 1996, party thereto is:

The Bank of New York (successor to — RELEASING PARTY
Mercantile - Safe Deposit and Trust
Company), as agent
101 Barclay Street
New York, NY 10286

The aforesaid Lease Assignment Release is a full release and termination of the Assignment of Lease and Agreement recorded under Recordation No. 10905-C and the collateral covered thereby and should be recorded under the next available letter under Recordation No. 10905, which we believe is "-H."

The equipment covered by the enclosed Lease Assignment Release is all the rolling stock covered by the aforesaid Assignment of Lease and Agreement.

10905-H

10905-H

**FULL RELEASE AND TERMINATION
OF
ASSIGNMENT OF LEASE AND AGREEMENT
RECORDED WITH THE INTERSTATE COMMERCE COMMISSION
UNDER RECORDATION NO. 10905-C**

THIS FULL RELEASE AND TERMINATION OF ASSIGNMENT OF LEASE AND AGREEMENT is made as of March 1, 1996, by The Bank of New York (successor in interest to Mercantile-Safe Deposit and Trust Company) ("Vendor), as agent under that certain Participation Agreement dated as of September 1, 1979 among the Vendor, Consolidated Rail Corporation, The CIT Group/Equipment Financing, Inc. (as successor in interest to Merrill Lynch Leasing Inc.) and the parties named in Schedules A and B thereto, for the benefit of The CIT Group/Equipment Financing, Inc. ("Lessor")

WITNESSETH

WHEREAS, Lessor, as successor in interest to Merrill Lynch leasing Inc., and Vendor are parties to that certain Assignment of Lease and Agreement dated as of September 1, 1979, as may have been amended from time to time, recorded October 19, 1979 with the Interstate Commerce Commission under Recordation No. 10905-C (the "Lease Assignment"); and

WHEREAS, under the terms of the Lease Assignment, Lessor assigned all its right, title and interest in, to and under the Lease to Vendor as collateral security for the performance of Lessor's obligations under that certain Conditional Sale Agreement dated as of September 1, 1979 between The Chessie Corporation (which assigned its interest therein to Vendor) and Lessor relating to certain of Lessor's assets, more particularly described in Exhibit A hereto (the "Equipment"); and

WHEREAS, the obligations secured by the Lease Assignment have been fully satisfied and discharged.

NOW, THEREFORE, for good and valuable consideration, the sufficiency and receipt of which is acknowledged, and intending to be legally bound, Vendor does hereby release and terminate *in toto* the aforesaid Lease Assignment and fully releases and discharges all Equipment described and covered therein and thereby.

IN WITNESS WHEREOF, Vendor has duly executed this **FULL RELEASE AND TERMINATION OF ASSIGNMENT OF LEASE AND AGREEMENT** as of this 1st day of March, 1996.

THE BANK OF NEW YORK, as Agent

By: 
Name: STEPHEN J. GIURLANDO
Title: ASSISTANT VICE PRESIDENT

EXHIBIT A

530 100-ton open top hopper cars, AAR Mechanical Designation HT, road numbers CR491890-492425, excluding CR492050, CR492181, CR492230, CR492285, CR492382 and CR492412.