



RECORDATION NO. 11043-G FILED 1425
OCT 20 1995 -2 55 PM
INTERSTATE COMMERCE COMMISSION

October 13, 1995

Interstate Commerce Commission
Room 2311
12th Street & Constitution Avenue, N.W.
Washington, D.C. 20423

RECEIVED
OFFICE OF THE
SECRETARY
OCT 20 2 47 PM '95
LICENSING BRANCH

RE: One filing requested

Dear Sir/Madam:

Enclosed please find the following document to be filed with the ICC:

Instrument of Lien Release and Bill of Sale (two originals), regarding a Lease of Railroad Equipment dated as of September 15, 1979, wherein Consolidated Rail Corporation is the lessee. The documents involving this lease are filed under ICC Recordation Number 11043, -A, -B, etc., and were filed on November 13, 1979.

After filing, please send back one original to my attention at the address on this letterhead.

Our check number 36299, dated 10/04/95 in the amount of \$21.00 is attached to pay the fee. Please call me at (415)955-3373 should you have any questions. Thank you.

Very truly yours,

GATX CAPITAL CORPORATION

Sheila A. Stetson
Contract Administrator

Encls.

cc: Conrail, #3072, corresp.



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

10/20/95

Office Of The Secretary

1 Sheila A. Stetson
Contract Administrator
GATX CAPITAL CORPORATION
Four Embarcadero Center,
Ste. 2200
San Francisco, CA. 94111

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/20/95 at 2:55PM, and assigned recordation number(s). 11043-G. ✓

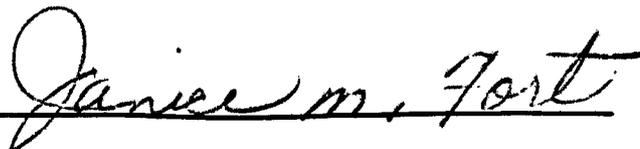
Sincerely yours.


Vernon A. Williams
Secretary

Enclosure(s)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with 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 a opportunity to examine your document.

Signature



INSTRUMENT OF LIEN RELEASE
AND BILL OF SALE

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INTERSTATE COMMERCE COMMISSION

THIS INSTRUMENT OF LIEN RELEASE AND BILL OF SALE (the "Instrument"), is dated as of Sept 18, 1995, from Mercantile Safe Deposit & Trust Co., not individually but solely as Indenture Trustee ("Indenture Trustee").

RECITALS

State Street Bank and Trust Company of Connecticut, National Association (successor to The Connecticut Bank and Trust Company) ("Owner Trustee") entered into a Conditional Sale Agreement, dated as of September 15, 1979 ("the CSA"), with Shenandoah-Virginia Corporation ("Shenandoah"), which was recorded with the Interstate Commerce Commission ("ICC") on November 13, 1979 and assigned ICC recordation number 11043. Shenandoah subsequently assigned all of its rights under the CSA to Indenture Trustee pursuant to an Agreement and Assignment, dated as of September 15, 1979 ("A&A"), which was recorded with the ICC on November 13, 1979, and assigned ICC recordation number 11043-A. Owner Trustee entered into a Lease of Railroad Equipment (the "Lease"), dated as of September 15, 1979, with Consolidated Rail Corporation as lessee, which was recorded with the ICC on November 13, 1979, and assigned ICC recordation number 11043-B. Owner Trustee subsequently assigned its rights under the Lease to Indenture Trustee pursuant to an Assignment of Lease and Agreement, dated as of September 15, 1979 (the "Lease Assignment"), which was recorded with the ICC on November 13, 1979, and assigned ICC recordation number 11043-C. The obligations under the CSA were satisfied in full on July 15, 1994. The rail equipment subject to the CSA and the Lease is described below:

156 100-ton open top hopper cars, road numbers CR 490876-490913, 490915-490929, 490931-490936, 490938-490993, 490995-490998, 491000-491028, 491030-491049, 491035, 491037-491039.

Indenture Trustee desires to execute this Instrument to evidence for the public record the satisfaction and release of all of its rights and obligations under the foregoing documents and to evidence the transfer of the title to the rail equipment subject thereto to Owner Trustee in accordance with the terms and conditions of the CSA.

NOW, THEREFORE, in consideration of the premises Indenture Trustee agrees as follows:

1. Release of Lien. Indenture Trustee does hereby acknowledge and confirm for the public record the satisfaction and release of (i) all of its security interest in and to the Lease, and (ii) all other rights of Indenture Trustee, together with the obligations of Owner Trustee, arising under the Lease Assignment.

2. Transfer of Title. In accordance with the provisions of the CSA, Indenture Trustee does hereby transfer to Owner Trustee, not individually, but solely as Owner Trustee under that certain Trust Agreement, dated as of September 15, 1979 and to Owner Trustee's successors and

assigns forever, all of its right, title and interest in and to the Equipment. Indenture Trustee represents and warrants to Owner Trustee that the Equipment transferred hereby is free and clear of liens and encumbrances created by, through or under Indenture Trustee.

THE EQUIPMENT IS SOLD "AS IS" AND "WHERE IS" AND INDENTURE TRUSTEE MAKES NO WARRANTY OR REPRESENTATION, EXPRESS OR IMPLIED, AS TO DESIGN, VALUE, OPERATION, OR CONDITION OF, OR AS TO THE QUALITY OF THE MATERIAL OR WORKMANSHIP IN, THE EQUIPMENT, THE MERCHANTABILITY OR FITNESS OF THE EQUIPMENT FOR ANY PARTICULAR PURPOSE OR ANY OTHER WARRANTY OR REPRESENTATION WHATSOEVER, EXCEPT AS IS SPECIFICALLY SET FORTH IN THE PRECEDING PARAGRAPH.

3. Miscellaneous. This Instrument will be filed and recorded with the ICC pursuant to the provisions of 49 U.S.C. Section 11303. This Instrument shall be governed by the laws of the State of New York.

IN WITNESS WHEREOF, Indenture Trustee has executed this Instrument as of the date first above written.

MERCANTILE BANK & TRUST CO.

By: Marion D. Allen

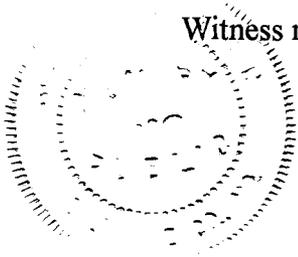
CORPORATE TRUST OFFICER

Its: _____

STATE OF MARYLAND)
COUNTY OF Baltimore) ss.

On OCT. 10, 1995, before me Rosemary McLean, the undersigned Notary Public, personally appeared MARIAN ALLEN, personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument as CORP. TRUST OFFICER of MERCANTILE BANK and acknowledged that she executed it.

Witness my hand and official seal.



Rosemary B McLean
Notary Public exp 12/1/97