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September 9, 1994

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RECORDATION NO. 9722-I FILED 1425
SEP 9 - 1994 -2 00 PM
INTERSTATE COMMERCE COMMISSION

RECEIVED
OFFICE OF THE
SECRETARY
SEP 9 1 55 PM '94
LICENSING BRANCH

Counterparts

Honorable Vernon A. Williams
Acting Secretary
Interstate Commerce Commission
Washington, DC 20423

Dear Secretary Williams:

I have enclosed two originals and two certified copies of the document described below, to be recorded pursuant to 49 U.S.C. § 11303.

The document is a Release of Railcar Lien, dated as of July 1, 1993, a secondary document. The primary documents to which this is connected are recorded under Recordation Nos. 9722 and 9749. We request that this document be recorded under Recordation Nos. 9722-I and 9749-I.

The name and address of the party to the Release of Railcar Lien is:

Secured Party:

Mercantile Safe Deposit and Trust Company
2 Hopkins Plaza
Baltimore, MD 21203

A description of the equipment covered by the document consists of 32 2,000 horsepower GP 38-2 diesel electric locomotives numbered CR 8224-8255, inclusive, and 34 3,000 horsepower SD40-2 diesel electric locomotives numbered CR 6441-6474, inclusive.

A fee of $36.00 is enclosed. Please return the two originals to:

Louis E. Gitomer
Ball, Janik & Novack
Suite 1035
1101 Pennsylvania Avenue, N.W.
Washington, DC 20004

A short summary of the document to appear in the index follows: a Release of Railcar Lien by: Mercantile Safe Deposit and Trust Company, 2 Hopkins Plaza, Baltimore, MD 2120, covering 32 2,000 horsepower GP 38-2 diesel electric locomotives numbered CR 8224-8255, inclusive, and 34 3,000 horsepower SD40-2 diesel electric locomotives numbered CR 6441-6474, inclusive.

Very Truly Yours,

Louis E. Gitomer

Enclosures

Interstate Commerce Commission

Washington, D.C. 20423

9/9/94

OFFICE OF THE SECRETARY

Louis E. Gitomer
Ball, Janik & Novack
1101 Pennsylvania Ave., NW., Ste. 1035
Washington, DC.,20004

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 9/9/94 at 2:00PM, and assigned recordation number(s). 9722-I,9749-I,8216-J,8216-K,

Sincerely yours,

Vernon A. Williams
Acting Secretary

Enclosure(s)

$ 72.00 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 Janice M. Fort

RELEASE OF RAILCAR LIEN

9722-I

SEP 9 1994 2 00 PM

INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS THAT:

WHEREAS, United States Trust Company of New York, as Trustee under an Amended and Restated Trust Agreement No. 1978-4 dated as of September 1, 1978 ("Trustee"), has heretofore executed and delivered an Assignment of Lease and Agreement no. 1, dated as of September 1, 1978, as amended (the "Lease Assignment") and General Motors Corporation (Electro-motive Division) (the "Builder") has heretofore executed and delivered an Agreement and Assignment (No. 1) dated as of September 1, 1978 (the "Builder's Assignment") to Mercantile Safe Deposit and Trust Company (successor in interest to Mellon Bank) as Agent (the "Secured Party"); and

9749?

WHEREAS, the Lease Assignment was duly recorded and filed with the Interstate Commerce Commission (the "ICC") pursuant to 49 U.S.C. §11303 on October 10, 1978 under Recordation Number 9749-C and the Builder's Assignment was duly recorded and filed with the ICC pursuant to 49 U.S.C. §11303 on October 10, 1978 under Recordation Number 9749-B; and

WHEREAS, all conditions precedent to the delivery of this Release have been complied with by the Trustee and its successors and assigns.

NOW, THEREFORE, the Secured Party, for due consideration does hereby RELEASE, REMISE, CONVEY AND QUITCLAIM unto the Trustee and its successor and assigns whatever right, title, lien or interest which the Secured Party has or may have under the Lease Assignment and the Builder's Assignment or by virtue of the recording of the Lease Assignment and the Builder's Assignment with the ICC pursuant to 49 U.S.C. §11303.

IN WITNESS WHEREOF, the Secured Party has caused this instrument to be duly executed and delivered by its duly authorized officer.

Dated as of July 1, 1993

MERCANTILE SAFE DEPOSIT AND TRUST COMPANY, as Agent

By: Robert D. Brown

Its: Corporate Trust Officer

State of Maryland)
~~County~~ City of Baltimore)

On August 24, 1994 before me, Michael Hoehn, Notary Public, personally appeared Robert D. Brown, 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 and acknowledged to me that he executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.

Michael C. Hoehn

Notary Public

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BALL, JANIK & NOVACK

CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy to the original Release of Railcar Lien, dated as of July 1, 1993, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.

Louis E. Gitomer
September 9, 1994