

# Taylor, Morell & Gitomer

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January 25, 1994

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Honorable Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
Washington, DC 20423

0100093021

RECORDATION NO. 8381-D FILED 1423

JAN 25 1994 -10 40 AM

Dear Secretary Strickland:

INTERSTATE COMMERCE COMMISSION

I have enclosed the original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11303.

The document is a Release of Railcar Liens, dated January 21, 1994, a secondary document. The primary document to which this is connected is recorded under Recordation No. 8381. We request that this document be recorded under Recordation No. 8381-D.

The names and addresses of the parties to the Release of Railcar Liens are:

Trustee:

Trust Company for USL, Inc.  
733 Front Street  
San Francisco, CA 94111

Secured Party:

First Trust California (as successor in interest to Bankers Trust Company of California, as Assignee of Wells Fargo Bank, National Association, as Assignee of General Motors Corporation, EMD Division and General Electric Company)  
101 California Street  
Suite 1150  
San Francisco, CA 94111

A description of the equipment covered by the document consists of 15 GP-15-1 1,500 horsepower diesel locomotives numbered UP 1555-1569, inclusive, five SD-40-2 3,000 horsepower diesel locomotives numbered UP 3900-3904, inclusive, and four 2,250 horsepower diesel locomotives numbered UP 557, 558, 560, and 561.

OFFICE OF THE  
SECRETARY  
JAN 25 10 55 AM '94  
LICENSING BRANCH

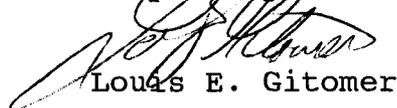
Honorable Sidney L. Strickland, Jr.  
January 25, 1994  
Page 2

A fee of \$18.00 is enclosed. Please return the original to:

Louis E. Gitomer  
Taylor, Morell & Gitomer  
Suite 210  
919 18th Street, N.W.  
Washington, DC 20006

A short summary of the document to appear in the index follows: Release of Railcar Liens by Trust Company for USL, Inc., 733 Front Street, San Francisco, CA 94111, and First Trust California (as successor in interest to Bankers Trust Company of California, as Assignee of Wells Fargo Bank, National Association, as Assignee of General Motors Corporation, EMD Division and General Electric Company), 101 California Street, Suite 1150, San Francisco, CA 94111, covering 15 GP-15-1 1,500 horsepower diesel locomotives numbered UP 1555-1569, inclusive, five SD-40-2 3,000 horsepower diesel locomotives numbered UP 3900-3904, inclusive, and four 2,250 horsepower diesel locomotives numbered UP 557, 558, 560, and 561.

Very Truly Yours,



Louis E. Gitomer

Enclosure

RELEASE OF RAILCAR LIENS

8381-D FILED 1923  
JAN 25 1994 - 10 40 AM

INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS THAT:

WHEREAS, TRUST COMPANY FOR USL, INC., as Trustee under a Trust Agreement dated as of February 1, 1976, ("Trustee") and FIRST TRUST CALIFORNIA (as successor in interest to Bankers Trust Company of California, as Assignee of Wells Fargo Bank, National Association, as Assignee of General Motors Corporation, EMD Division and General Electric Company) ("Secured Party") are parties to that certain Conditional Sale Agreement dated as of April 1, 1976 (the "CSA"); and

WHEREAS, Wells Fargo Bank, National Association ("WFB"), was assigned its interest in the CSA pursuant to that certain Agreement and Assignment, dated as of April 1, 1976 ("Assignment No. 1"); and

WHEREAS, Bankers Trust Company of California ("BTC"), was assigned the interest of WFB in the CSA pursuant to that certain Agreement and Assignment, dated as of August 17, 1987 ("Assignment No. 2"); and

WHEREAS, First Trust California was assigned the interest of BTC in the CSA pursuant to that certain Agreement to Assign and Transfer Interest, dated as of July 6, 1992 ("Assignment No. 3"); and

WHEREAS, the CSA was duly recorded and filed with the Interstate Commerce Commission (the "ICC") pursuant to 49 U.S.C. §11303 on June 24, 1976, under Recordation Number 8381; and

WHEREAS, Assignment No. 1 was duly recorded and filed with the ICC pursuant to 49 U.S.C. §11303 on June 24, 1976, under Recordation Number 8381-A; and

WHEREAS, Assignment No. 2 was duly recorded and filed with the ICC pursuant to 49 U.S.C. §11303 on February 16, 1988, under Recordation Number 8381-B; and

WHEREAS, Assignment No. 3 was duly recorded and filed with the ICC pursuant to 49 U.S.C. §11303 on July 7, 1992, under Recordation Number 8381-C; and

WHEREAS, all payments having been made and all conditions satisfied under the CSA, the Secured Party and the Trustee desire to terminate the liens created thereby;

NOW, THEREFORE, the Secured Party, for due consideration, does hereby RELEASE, REMISE, CONVEY AND QUIT CLAIM unto the Trustee and its successor and assigns all right, title, lien or interest which the Secured Party has or may have under the CSA, Assignment No. 1 and Assignment No. 2 or by virtue of the recording of any of the foregoing with the ICC pursuant to 49 U.S.C. §11303.

IN WITNESS WHEREOF, the Secured Party and the Trustee have each caused this instrument to be duly executed and delivered by their respective authorized officers.

Dated: January 21, 1994.

FIRST TRUST CALIFORNIA

By: Jaqueline Alluberto  
Its: Assistant Vice President

Dated: January 21, 1994.

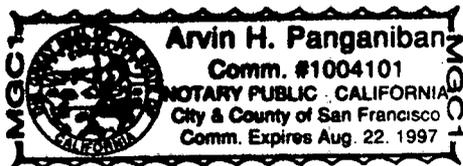
TRUST COMPANY FOR USL, INC

By: Stanley E. Gutman  
Its: VICE PRESIDENT

STATE OF CALIFORNIA )  
 ) ss.  
COUNTY OF SAN FRANCISCO )

On January 21, 1994, before me Arvin H. Panganiban, the undersigned Notary Public, personally appeared Jacqueline Allegro, 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 that she executed it.

Witness my hand and official seal.



*Arvin H. Panganiban*  
Notary Public

STATE OF )  
 ) ss.  
COUNTY OF )

On 1-21, 1994, before me Kelly Eder, the undersigned Notary Public, personally appeared Stanley Gittman 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 that he executed it.

Witness my hand and official seal.

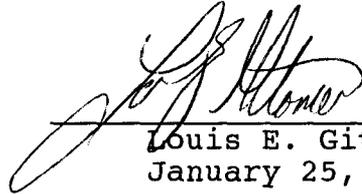


Notary Public

*Kelly D. Eder*

**CERTIFICATION**

I, LOUIS E. GITOMER, have compared this copy to the original Release of Railcar Liens, dated January 21, 1994, 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.



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Louis E. Gitomer  
January 25, 1994