

# REED SMITH SHAW & MCCLAY LLP

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November 8, 1999

VIA HAND DELIVERY

RECORDATION NO. 12418-C FILED

NOV 9 '99 10-50AM

The Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street NW, Suite 700  
Washington, D.C. 20423-0001

Dear Mr. Williams:

On behalf of Mellon Leasing Corporation, I have enclosed two original executed copies of the document described below, to be filed and recorded pursuant to Section 11301 of Title 49 of the United States Code.

This document is a Termination and Release of Equipment Lease (the "Termination"), a secondary document, dated November 3, 1999, made by Chase Manhattan Trust Company, National Association and Mellon Leasing Corporation.

The primary document to which this Termination is connected is an Equipment Lease, dated as of November 1, 1980, between New England Merchants Leasing Corporation B-10 and Farmland Industries, Inc., under Recordation No. 12418. Accordingly, it is requested that this document be given the next available letter designation under Recordation No. 12418.

The names and addresses of the parties to the document are as follows:

Lessor: Chase Manhattan Bank Trust Company,  
National Association  
Chase Financial Tower  
250 West Huron Road  
Suite 220, 2<sup>nd</sup> Floor  
Cleveland, OH 44113

Lessor: Mellon Leasing Corporation  
Room 4444  
One Mellon Bank Center  
500 Grant Street  
Pittsburgh, PA 15258

A description of the equipment covered by the document follows:

100 100-ton, 4,750 cubic foot Covered Hopper Cars manufactured by ACF Industries Incorporated, with identifying numbers FLIX 3400 through FLIX 3499, both inclusive.

REED SMITH SHAW & MCCLAY LLP

The Honorable Vernon A. Williams

-2-

November 8, 1999

A short summary of the document to appear in the index follows:

Termination and Release of Equipment Lease made by Chase Manhattan Trust Company, National Association and Mellon Leasing Corporation, dated November 3, 1999 and covering 100 100-ton, 4,750 cubic foot Covered Hopper Cars manufactured by ACF Industries, Incorporated, with identifying numbers FLIX 3400 through 3499, both inclusive, and connected to the Equipment Lease with Recordation No. 12418.

A fee of \$26.00 is enclosed. Please return one original of the Termination to the courier delivering this package. Please contact me at the above number if you have any questions regarding the enclosed Termination.

Very truly yours,

REED SMITH SHAW & McCLAY LLP

By

Angela D. Haney



ADH/cg  
Enclosure

cc: Frank T. Guadagnino, Esq.

RECORDATION NO. 12418-C FILED

TERMINATION AND RELEASE  
OF EQUIPMENT LEASE

NOV 9 '99 10-50AM

From CHASE MANHATTAN TRUST COMPANY, NATIONAL ASSOCIATION ("CMTC"), as a successor trustee to Ameritrust Company of New York ("Ameritrust") and MELLON LEASING CORPORATION, a Pennsylvania corporation ("Mellon") successor in interest to New England Merchants Leasing Corporation B-10, a Massachusetts corporation (the "Original Lessor"), under that certain Equipment Lease dated as of November 1, 1980 between the Original Lessor and Farmland Industries, Inc. (the "Lease").

BACKGROUND

A. Pursuant to the Lease, the Original Lessor leased the Assets (as defined below) to Farmland Industries, Inc.

B. The assets described on Exhibit A hereto (the "Assets") were transferred by the Original Lessor to New Bank of New England, N.A., a national banking association ("New BNE") on July 12, 1991. New BNE transferred the Assets to Ameritrust Company of New York, a New York chartered trust company, as Owner Trustee and General Electric Capital Corporation, a New York corporation, as Owner Participant ("GECC"), on or about December 12, 1991. GECC transferred its interest as Owner Participant to Mellon on September 30, 1992, pursuant to a Trust Agreement between GECC and Ameritrust.

C. CMTC is the successor to Ameritrust as Owner Trustee under the Trust Agreement.

D. The leasing arrangement is no longer in place and obligations under the Lease Agreement have been discharged.

In consideration of the premises and intending to be legally bound, CMTC and Mellon hereby agree that the Lease Agreement is terminated and made void, and hereby release any lien on or security interest in the Assets granted pursuant to the Lease.

WITNESS, the due execution by the undersigned as of the 3<sup>rd</sup> day of ~~October~~ November, 1999.

ATTEST:

CHASE MANHATTAN TRUST COMPANY, NATIONAL ASSOCIATION, successor trustee to AMERITRUST COMPANY OF NEW YORK

By *R. Ware*  
Its TRUST OFFICER

By *M. Bachman*  
Its Trust Officer

ATTEST:

MELLON LEASING CORPORATION

By *Samuel E. Hackett*  
Its ASST VICE PRESIDENT

By *[Signature]*  
Its VICE PRESIDENT

EXHIBIT A

DESCRIPTION OF ASSETS

<u>Number of Items</u>	<u>Description</u>	<u>Identifying Marks and Numbers</u>
100	100-Ton 4,750 cubic foot Covered Hopper Cars Manufactured by ACF Industries Incorporated	FLIX 3400 through FLIX 3499, both inclusive

STATE OF Ohio

COUNTY OF Cuyahoga

On this, the 3<sup>rd</sup> day of ~~October~~ <sup>November</sup>, 1999, before me, a Notary Public, the undersigned officer, personally appeared M. BACHMAN, who acknowledged himself or herself to be the person who executed the foregoing instrument for the purposes therein contained by signing his or her name thereto.

IN WITNESS WHEREOF, I hereunto set my hand and official seal the day and the year aforesaid.

  
\_\_\_\_\_  
Notary Public

[Notarial Seal] **SUSAN DEMASKE, Attorney At Law**  
Notary Public - State of Ohio  
**My commission has no expiration date**  
Section 147.03 R.C.

My commission expires:

STATE OF Pennsylvania  
COUNTY OF Allegheny

On this, the 4 day of ~~October~~ <sup>NOVEMBER</sup>, 1999, before me, a Notary Public, the undersigned officer, personally appeared MICHAEL F. MARKS, who acknowledged himself or herself to be the person who executed the foregoing instrument for the purposes therein contained by signing his or her name thereto.

IN WITNESS WHEREOF, I hereunto set my hand and official seal the day and the year aforesaid.

Marilyn A. Adamsky  
Notary Public

[Notarial Seal]

My commission expires:

Notarial Seal  
Marilyn A. Adamsky, Notary Public  
Pittsburgh, Allegheny County  
My Commission Expires Sept. 15, 2003  
Member, Pennsylvania Association of Notaries