

DEC 2 '97 11-32 AM

**DONELAN, CLEARY, WOOD & MASER, P.C.**

ATTORNEYS AND COUNSELORS AT LAW  
SUITE 750

1100 NEW YORK AVENUE, N.W.  
WASHINGTON, D.C. 20005-3934

OFFICE: (202) 371-9500

TELECOPIER: (202) 371-0900

December 2, 1997

**FULL RELEASE AND TERMINATION**

Recordation No. 15843-C

Dear Mr. Williams:

On behalf of The Chase Manhattan Bank, N.A., I submit for filing and recording under 49 U.S.C. § 11301 and the regulations applicable thereunder, counterparts of a secondary document, not previously recorded, entitled Full Release and Termination ("Release"), executed as of August 15, 1997, to be filed under Recordation No. 15843-C.

The party executing the Release is:

The Chase Manhattan Bank, N.A. - RELEASING PARTY  
270 Park Avenue  
New York, NY 10017

The said Release is a full and complete termination and release of the Conditional Sale Agreement ("CSA") recorded under Recordation No. 15843-A as assigned under Recordation No. 15843-B and should be recorded under the next available letter under Recordation No. 15843 which we believe will be "- C."

The units of rolling stock covered by the enclosed Release are all such units as covered in and by the aforesaid CSA recorded under Recordation No. 15843-A.

A short summary of the Release to appear in the STB Index is as follows:

"Full termination and release of Conditional Sale Agreement filed under Recordation No. 15843-A."

Enclosed is a check in the amount of twenty-four dollars (\$24.00) in payment of the filing fee.

*Counterparts - A. J. Hann*

Dec 2 11 32 AM '97

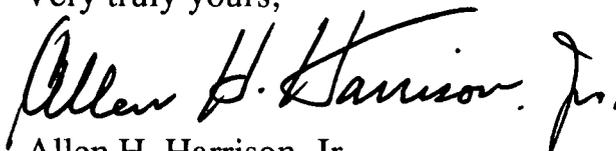
RECEIVED  
SURFACE TRANSPORTATION  
BOARD

DONELAN, CLEARY, WOOD & MASER, P.C.

Honorable Vernon A. Williams  
December 2, 1997  
Page 2

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the STB letter/fee receipt acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,



Allen H. Harrison, Jr.  
*Attorney for The Chase Manhattan Bank, N.A.  
for the purpose of this filing*

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

*Enclosures*

BY HAND

8398-020

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D. C. 20423-0001

OFFICE OF THE SECRETARY

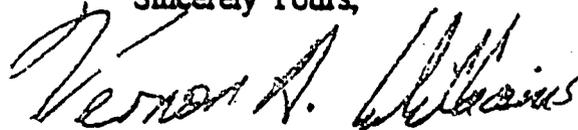
Allen R. Harrison, Jr.  
Donelan, Cleary, Wood & Mager, P.C.  
1100 New York Avenue, NW., Ste. 750  
Washington, DC., 20005-3934

DATE: 12/2/97

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301  
and 49 CFR 1177.3 (c), on 12/2/97 at 11:32AM, and  
assigned recordation number(s) 13015-A and 15843-C.

Sincerely Yours,

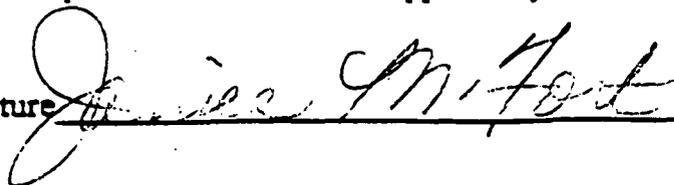


Vernon A. Williams  
Secretary

Enclosure(s)

\$ 43.00 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. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature



15843-C  
SFB copy

RECORDATION NO. 15843-C FILED

DEC 2 '97 11-32AM

FULL RELEASE AND TERMINATION

This Full Release and Termination is made by THE CHASE MANHATTAN BANK, formerly known as Chemical Bank and successor-in-interest to The Chase Manhattan Bank, N.A. (the "Bank"), secured creditor and assignee of EMONS INDUSTRIES, INC., ("Emons"), as indicated herein.

WHEREAS, Emons and the Maryland and Pennsylvania Railroad Company ("MPA") entered into that certain Conditional Sale Agreement ("CSA") dated as of December 18, 1986 securing certain obligations of MPA to Emons to purchase three locomotives numbered 82, 84 and 86 ("Equipment"), and

WHEREAS, the CSA provided that the sale of the Equipment to MPA was subject to that certain Chattel Mortgage, Assignment and Security Agreement in favor of the Bank filed with the Interstate Commerce Commission on March 27, 1981 (Recordation No. 13015) (the "Chattel Mortgage"), and

WHEREAS, the CSA was filed and recorded with the Interstate Commerce Commission on October 3, 1988 under Recordation No. 15843-A, and

WHEREAS, by that certain Agreement and Assignment dated as of December 19, 1986 between Emons and the Bank, Emons assigned all of its right title and interest in, to and under the CSA, including the Equipment, to the Bank, and

WHEREAS, the obligations secured by the CSA and the Chattel Mortgage have been fully satisfied and discharged;

NOW, THEREFORE, for good and valuable consideration, the sufficiency and receipt of which is hereby acknowledged, and intending to be legally bound, the Bank does hereby fully release and terminate in toto the security interest created by the CSA and the Chattel Mortgage and fully releases and discharges all the collateral described therein.

IN WITNESS WHEREOF, the Bank has duly executed this Full Release and Termination as of this 15<sup>th</sup> day of August, 1997.

THE CHASE MANHATTAN BANK

By: Anthony W. Paskevicz  
Name: ANTHONY W. PASKEVICZ  
Title: Vice President

STATE OF New York )  
COUNTY OF NASSAU )

SS:

On this 20th day of November, 1997 before me personally appeared Anthony W. Paskewicz, to me personally known, who being by me duly sworn says that he/~~she~~ is the Vice President of The Chase Manhattan Bank, formerly known as Chemical Bank and the successor-in-interest to The Chase Manhattan Bank, N.A., that the foregoing instrument was signed on behalf of The Chase Manhattan Bank, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of The Chase Manhattan Bank.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

[seal]

Robin H. Kendall  
Notary Public

My Commission Expires: 6/19/99

10057150

ROBIN H. KENDALL  
Notary Public, State of New York  
No. 01KES045434  
Qualified in Queens County  
Commission Expires June 19, 1999

DISTRICT OF COLUMBIA ) SS.:

CERTIFICATE OF TRUE COPY

I, Allen H. Harrison, Jr., a member of the Bars of the District of Columbia and the Commonwealth of Virginia, do hereby certify that I have compared the attached document with an executed original counterpart thereof and find the said attached copy to be in all respects a true, correct and complete copy of the aforesaid executed original counterpart.

IN WITNESS WHEREOF, the undersigned has hereto affixed his signature this 1<sup>st</sup> day of December, 1997.

A handwritten signature in cursive script, reading "Allen H. Harrison, Jr.", written over a horizontal line.

Subscribed and sworn to before me  
this 1<sup>st</sup> day of December, 1997.

Diane G. Hauslein  
Notary Public, D.C.

My Commission Expires 9-30-01