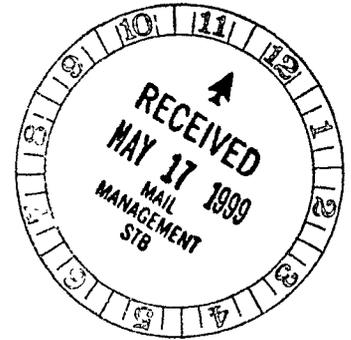


Amelia M. Crossett
First Union National Bank
(PA6490) P.O. Box 1102
Reading, PA 19603
(610) 655-3312



May 13, 1999

Mr Vernon Williams
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423-0001

RECORDATION NO. **20508-A** FILED

MAY 17 '99

11-30AM

RE Termination and Release of Filing No. 20508

Dear Mr. Williams

I have enclosed an original and one (1) copy of the document described below, to be recorded pursuant to §11303 of Title 49 of the U S Code.

This document is a Termination and Release, executed by First Union National Bank and dated May 13, 1999

The primary document to which this Termination and Release refers is recorded under recordation No. 20508 and was filed on January 21, 1997

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

- (a) Mortgagor/Debtor: Reading Blue Mountain & Northern Railroad Company
1 Railroad Boulevard, P O Box 218
Port Clinton, PA 19549
- (b) Mortgagee/Secured Party. First Union National Bank, successor by merger to CoreStates Bank, N A and Meridian Bank, 600 Penn Street, P O. Box 1102
Reading, PA 19603

May 13, 1999
PAGE TWO

(c) A brief description of the equipment covered by the Termination and Release is as follows:

20 Locomotives, various manufacturers,
9 Coach Cars, various manufacturers

Please file the enclosed Termination and Release as a secondary document, terminating the filing at No. 20508, and return one stamped original to my attention. A check covering the filing fee of \$26 00 is enclosed

Very truly yours,

FIRST UNION NATIONAL BANK

A handwritten signature in black ink that reads "Amelia M. Crossett". The signature is fluid and cursive, with a long horizontal stroke at the end.

Amelia M. Crossett
Vice President

Enclosures

TERMINATION AND RELEASE

MAY 17 '99

11-30AM

This Termination and Release is made this 13th day of May, 1999

Name of Mortgagor/Debtor Blue Mountain & Reading Railroad Company

Name of Mortgagee/Secured Party First Union National Bank, successor by merger to CoreStates Bank, N A and Meridian Bank

Date of Security Agreement December 19, 1996

Recording. The Security Agreement was recorded with the Surface Transportation Board as a primary document to No. 20508 on January 21, 1997

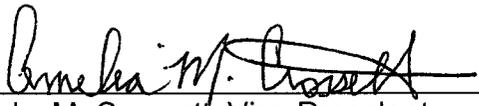
The undersigned, First Union National Bank, successor by merger to CoreStates Bank, N A and Meridian Bank hereby terminates and releases the lien and security interest previously granted to it by Debtor, Reading Blue Mountain and Northern Railroad Company, and, by the recordation of this Termination and Release, hereby causes the public record maintained by the Surface Transportation Board, Washington, D C., to indicate the termination and release of the security interest evidenced at STB Recordation No. 20508, originally filed on January 21, 1997

I, Amelia M Crossett, certify that I am Vice President of First Union National Bank, successor by merger to Meridian Bank and CoreStates Bank, N A , ("Corporation") and that the foregoing instrument was signed and sealed on behalf of the Corporation with due authority, and I acknowledge that the execution of this instrument is the free act and deed of the Corporation I further declare and verify, under penalty of perjury that the foregoing is true and correct

Executed on May 13, 1999.

FIRST UNION NATIONAL BANK,
successor by merger to CoreStates Bank, N A.
and Meridian Bank

By.


Amelia M. Crossett, Vice President

COMMONWEALTH OF PENNSYLVANIA

. SS

COUNTY OF BERKS

On this 13th day of May, 1999 before me personally appeared Amelia M
Crossett, Vice President of First Union National Bank, to me personally known, who
being by me duly sworn, says that she is the Vice President of First Union National
Bank and that the said instrument was signed and sealed on behalf of said Corporation
with due authority and she acknowledged that the execution of the foregoing instrument
was the free act and deed of the Corporation

Cruzita-Maria Pagan

NOTARY PUBLIC

(NOTARIAL SEAL)

Notarial Seal
Cruzita-Maria Pagan, Notary Public
Reading, Berks County
My Commission Expires July 7, 2001
Member, Pennsylvania Association of Notaries

