

OSTER

Researching Services

12897 Colonial Dr. • Mt. Airy, Md. 21771
301-253-6040

RECORDATION NO. 8956-B

FILED

AUG 6 '98

10-51 AM

August 6, 1998

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recording with the Surface Transportation Board is a Termination of Security Interest dated 7/22/98. The equipment included in this transaction is as follows:

Equipment: ^{MAO} 3-Pocket Open-top Hoppers
PSR 1500-1699 series

Please record this agreement as a secondary document to STB Recordation #8956. The filing fee of \$26 is enclosed.

Thank you for your assistance.

Sincerely,

Mary Ann Oster

Mary Ann Oster
Research Consultant

Enclosures

Counterpart

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

OFFICE OF THE SECRETARY

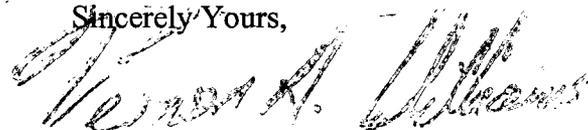
DATE: 8/6/98

Mary Ann Oster
Oster Researching Services
12897 Colonial Dr.
Mt. Airy, MD., 21771

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301
and 49 CFR 1177.3(c), on 8/6/98 at 10:51AM, and
assigned recordation number(s) 8956- B, 18033-B and 20052-C.

Sincerely Yours,



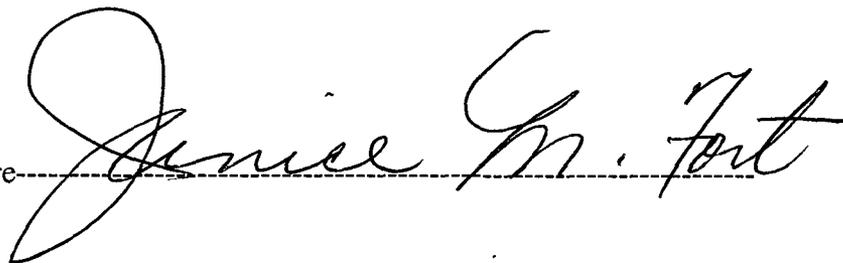
Vernon A. Williams

Enclosure(s)

78.00

\$-----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-----



CERTIFICATION OF TRUE COPY

On July 31, 1998, I, Cecilia Mostaghim, have examined the original copy of the Termination of Security Interest dated as of July 22, 1998, which is intended to evidence a termination of security interest in railroad equipment between U.S. Trust Co. of New York and the Pittsburg & Shawmut Railroad, Inc., and such security interest was filed on August 1, 1977 with the Surface Transportation Board under recordation number 8956. I hereby certify that I have compared the attached duplicate copy with the original and that it is a complete, true and correct copy of the original in all respects, including the dates, signatures and acknowledgments thereof.

Cecilia Mostaghim
Cecilia Mostaghim
Contract Administrator

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

On August 3, 1998, before me, Emma S. Ortega, personally appeared Cecilia Mostaghim, Contract Administrator, **HELM FINANCIAL CORPORATION**,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.



Emma Susan Ortega
SIGNATURE OF THE NOTARY

RECORDATION NO. 8956-B FILED

TERMINATION OF SECURITY INTEREST

AUG 6 '98

10-51 AM

THIS TERMINATION OF SECURITY INTEREST ("Termination") is dated as of July 22, 1998 and is made by **U.S. TRUST CO. OF NEW YORK ("UST")**, for the benefit of **PITTSBURG & SHAWMUT RAILROAD, INC. ("PSR")**.

RECITALS

WHEREAS, PSR owns eighty-six (86) 100-ton, 3,300 c.f.c., 3-pocket open-top hopper railcars manufactured by Bethlehem Freight Car in 1977 bearing Association of American Railroad designation numbers in the series PSR 1500 – 1699 ("**Units**");

WHEREAS, UST was granted a security interest in the Units by PSR which has since been terminated;

WHEREAS, PSR's security interest was recorded with the Surface Transportation Board ("**STB**") of the U.S. Department of Transportation (f.k.a. the Interstate Commerce Commission) under recordation number 8956 on August 1, 1977, which recordation has not been formally terminated from the public record.

NOW, THEREFORE:

1. **Termination of Security Interest**. UST hereby terminates and releases any and all security interests or other rights in the Units granted to it under the documents recorded with the STB under recordation number 8956.

IN WITNESS WHEREOF, pursuant to due authority UST has executed this Termination as of the date first above written.

U.S. TRUST CO. OF NEW YORK

By: *M. Ciesmielewski*

Print Name: ~~THOMAS M. CIESMIELEWSKI~~
ASSISTANT VICE PRESIDENT

Title: _____

STATE OF New York)
) S.S.
COUNTY OF New York)

On July 22, 1998, before me, _____
personally appeared Margaret Cresmelewski, Asst Vice Pres. of
U.S. TRUST CO. OF NEW YORK,

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 authorized capacity, and that by his 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,

Christine C. Collins
Signature of the Notary

CHRISTINE C. COLLINS
Notary Public, State of New York
No. 03-4624735
Qualified in Bronx County
Certificate Filed in New York County
Commission Expires March 30, 2000

[Notarial Seal]

SCHEDULE A
TO THE BILL OF SALE

Description & Reporting Marks of the Units:

Eighty-six (86), 100-ton, 3,300 c.f.c., 3-pocket open top hopper railcars
built by Bethlehem Freight Car in 1977.

1	PSR	1302	44	PSR	1401
2	PSR	1303	45	PSR	1402
3	PSR	1304	46	PSR	1403
4	PSR	1305	47	PSR	1405
5	PSR	1307	48	PSR	1408
6	PSR	1310	49	PSR	1410
7	PSR	1312	50	PSR	1419
8	PSR	1315	51	PSR	1420
9	PSR	1319	52	PSR	1423
10	PSR	1327	53	PSR	1424
11	PSR	1332	54	PSR	1426
12	PSR	1335	55	PSR	1429
13	PSR	1336	56	PSR	1431
14	PSR	1339	57	PSR	1434
15	PSR	1340	58	PSR	1441
16	PSR	1344	59	PSR	1448
17	PSR	1350	60	PSR	1454
18	PSR	1351	61	PSR	1455
19	PSR	1352	62	PSR	1457
20	PSR	1353	63	PSR	1459
21	PSR	1354	64	PSR	1484
22	PSR	1355	65	PSR	1491
23	PSR	1356	66	PSR	1494
24	PSR	1357	67	PSR	1497
25	PSR	1361	68	PSR	1517
26	PSR	1363	69	PSR	1518
27	PSR	1364	70	PSR	1523
28	PSR	1365	71	PSR	1563
29	PSR	1369	72	PSR	1564
30	PSR	1370	73	PSR	1578
31	PSR	1371	74	PSR	1591
32	PSR	1374	75	PSR	1593
33	PSR	1378	76	PSR	1610
34	PSR	1379	77	PSR	1621
35	PSR	1382	78	PSR	1644
36	PSR	1383	79	PSR	1645
37	PSR	1384	80	PSR	1656
38	PSR	1387	81	PSR	1660
39	PSR	1391	82	PSR	1670
40	PSR	1394	83	PSR	1685
41	PSR	1396	84	PSR	1690
42	PSR	1397	85	PSR	1694
43	PSR	1399	86	PSR	1698