

0100412005

Corrected Top sheet

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150 NORTH MICHIGAN AVENUE

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312-558-1000

TELECOPIER
312-750-8600

PARK AVENUE TOWER
65 EAST 55TH STREET
NEW YORK, NEW YORK 10022-3219
212-421-5555

580 HOWARD AVENUE
SOMERSET, NEW JERSEY 08873
908-563-2700

888 SIXTEENTH STREET, N.W.
WASHINGTON, D.C. 20006-4103
202-296-8600

October 25, 1994

VIA FEDERAL EXPRESS

Ms. Janice Fort
Room 2303
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, D.C. 20423

RECORDATION NO. 9132-E
OCT 26 1994-3 PM
FILED 1425
INTERSTATE COMMERCE COMMISSION

Dear Janice:

Attached hereto is one original executed and one photostatic copy of a revised transmittal letter and four copies of the corrected page 1 to the above described Release of Railcar Lien (which now all reflect Recordation No. 9132).

Please replace page 1 to the four Releases that you now have (one original executed copy and three photostatic copies) with the four copies of the corrected page 1 attached hereto. Please note that the original executed Release was recorded and filed under Recordation No. 9123-B. This Release should be pulled from the file No. 9123, redacted from the Index and recorded and filed under Recordation No. 9132-D (and re-indexed accordingly). In addition, please discard the transmittal letter dated October 20, 1994 and file stamp the photostatic copy of the revised transmittal letter attached hereto and dated October 25, 1994.

As per our conversation this morning, I understand that you are in receipt of our two checks (\$18.00 and \$3.00) totaling \$21.00 to cover the recording fee. After you have recorded and filed the Release under Recordation No. 9132-D, please return the file stamped copy of the revised transmittal letter and the three photostatic copies of the Release to me.

Ms. Janice Fort
October 25, 1994
Page 2

I apologize for the confusion regarding this filing and sincerely appreciate your assistance. Please call me (312-750-5708) if you have any questions.

Very truly yours,


Susan F. Lifvendahl

SFL;ej
enclosures
cc: Robert W. Kleinman
Susan G. Lichtenfeld

LAW OFFICES

ROSS & HARDIES

0100412005

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WRITER'S DIRECT LINE
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October 20, 1994

TELECOPIER
312-750-8600

VIA FEDERAL EXPRESS

Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, D.C. 20423

Attention: Mildred Lee, Room 2303

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) is one original executed copy and three photostatic copies of a Release of Railcar Lien, dated as of October 7, 1994 relating to a Conditional Sale Agreement, dated as of December 1, 1977 (the "Conditional Sale Agreement") between General Motors Corporation ("GM") and Unilease No. 23, Inc. ("Unilease"), duly recorded and filed with the Interstate Commerce Commission pursuant to 49 U.S.C. §11303 on December 22, 1977 under Recordation Number 9124, which Conditional Sale Agreement is a primary document as defined in the Commission's Rules for the Recordation of Documents.

As set forth in the enclosed Release of Railcar Lien, GM assigned its rights and interests in and to the Conditional Sale Agreement to Girard Trust Bank as Agent ("Girard"), pursuant to an Agreement and Assignment, dated as of December 1, 1977 ("Agreement and Assignment"), duly recorded and filed with the Commission pursuant to 49 U.S.C. §11303 under Recordation Number 9124-A, which Agreement and Assignment is a secondary document as defined in the Commission's Rules for the Recordation of Documents. Unilease leased the railroad equipment subject to the Conditional Sale Agreement and the Agreement and Assignment (the "Equipment") to Robert W. Meserve and Benjamin H. Lacy, Trustees

RECEIVED
OFFICE OF THE
SECRETARY
OCT 21 3 30 PM '94
LICENSING BRANCH

RECEIVED
OFFICE OF THE
SECRETARY
OCT 25 10 09 AM '94
LICENSING BRANCH

10/20/94
RHCH27:SLIFVEN
69850-1.LTR

9132-E

OCT 25 1994 10:15 PM

INTERSTATE COMMERCE COMMISSION

Sidney L. Strickland, Jr.
October 20, 1994
Page 2

of the property of the Boston and Maine Corporation, pursuant to a Lease of Railroad Equipment, dated as of December 1, 1977 (the "Lease"), duly recorded and filed with the Commission pursuant to 49 U.S.C. §11303 under Recordation Number 9124-B, which Lease is a secondary document as defined in the Commission's Rules for the Recordation of Documents. Unilease assigned the Lease to Girard, pursuant to a Lease Assignment, dated as of December 1, 1977 (the "Lease Assignment"), duly recorded and filed with the Commission pursuant to 49 U.S.C. §11303 under Recordation Number 9124-C, which Lease Assignment is a secondary document as defined in the Commission's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document is:

Bank of America National Trust and Saving
Association, (successor in interest to Security
Pacific National Bank which was successor Agent to
Mellon Bank, N.A. which was successor in interest
to Girard Trust Bank)
333 South Beaudry - 25th Floor
Los Angeles, California 90017

A description of the Equipment covered by the enclosed document is set forth in Appendix A to the Release of Railcar Lien enclosed herein.

Also enclosed is a check in the amount of \$18.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return all three stamped photostatic copies of the enclosed document and the stamped photostatic copy of this letter to Susan F. Lifvendahl at Ross & Hardies, 150 North Michigan Avenue, Suite 2700, Chicago, Illinois 60601.

Following is a short summary of the enclosed document and primary document and secondary documents to which it relates:

Document to be Recorded

Release of Railcar Lien from Bank of America National Trust and Savings Association, (successor in interest to Security Pacific National Bank which was successor Agent to Mellon Bank, N.A. which was successor in interest to Girard Trust Bank), dated as of October 7,

Please replace
the page 1 to
each release
with the attached
revised page 1
Copies (Recordation
No. 9132)

Sidney L. Strickland, Jr.
October 20, 1994
Page 3

1994, releasing lien on the Equipment described on Appendix A thereto.

Primary Document to Which it Relates

Conditional Sale Agreement, dated as of December 1, 1977, between General Motors Corporation and Unilease No. 23, Inc., recorded and filed with the Interstate Commerce Commission pursuant to 49 U.S.C. §11303 on December 22, 1977 under Recordation Number 9124.

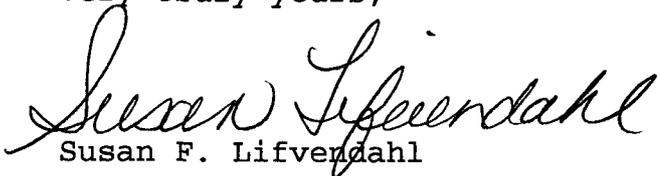
Secondary Documents to Which it Relates

Agreement and Assignment dated as of December 1, 1977 between General Motors Corporation and Girard Trust Bank as Agent, recorded and filed with the Interstate Commerce Commission on December 22, 1977 under Recordation Number 9124-A.

Lease of Railroad Equipment dated as of December 1, 1977 between Unilease No. 23, Inc. and Robert W. Meserve and Benjamin H. Lacy, Trustees to the property of the Boston and Maine Corporation, recorded and filed with the Interstate Commerce Commission on December 22, 1977 under Recordation Number 9124-B.

Lease Assignment dated as of December 1, 1977 between Unilease No. 23, Inc. and Girard Trust Bank, recorded and filed with the Interstate Commerce Commission under Recordation Number 9124-C.

Very truly yours,


Susan F. Lifvendahl

SFL/ej
w/encl.

cc: Robert W. Kleinman
Susan G. Lichtenfeld

LAW OFFICES

ROSS & HARDIES

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

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WRITER'S DIRECT LINE
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October 25, 1994

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888 SIXTEENTH STREET, N.W.
WASHINGTON, D.C. 20006-4103
202-296-8600

VIA FEDERAL EXPRESS

RECORDATION NO. 9132-E FILED 10/25/94

OCT 25 1994 - 3 PM

INTERSTATE COMMERCE COMMISSION

Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, D.C. 20423

Attention: Janice Fort, Room 2303

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) is one original executed copy and three photostatic copies of a Release of Railcar Lien, dated as of October 7, 1994 relating to a Conditional Sale Agreement, dated as of December 1, 1977 (the "Conditional Sale Agreement") between General Motors Corporation ("GM") and Unilease No. 23, Inc. ("Unilease"), duly recorded and filed with the Interstate Commerce Commission pursuant to 49 U.S.C. §11303 on December 22, 1977 under Recordation Number 9132, which Conditional Sale Agreement is a primary document as defined in the Commission's Rules for the Recordation of Documents.

As set forth in the enclosed Release of Railcar Lien, GM assigned its rights and interests in and to the Conditional Sale Agreement to Girard Trust Bank as Agent ("Girard"), pursuant to an Agreement and Assignment, dated as of December 1, 1977 ("Agreement and Assignment"), duly recorded and filed with the Commission pursuant to 49 U.S.C. §11303 under Recordation Number 9132-A, which Agreement and Assignment is a secondary document as defined in the Commission's Rules for the Recordation of Documents. Unilease leased the railroad equipment subject to the Conditional Sale Agreement and the Agreement and Assignment (the "Equipment") to Robert W. Meserve and Benjamin H. Lacy, Trustees

10/25/94
RHCH27:SLIFVEN
69850-1.LTR

revised
transmitted
letter

Sidney L. Strickland, Jr.
October 25, 1994
Page 2

of the property of the Boston and Maine Corporation, pursuant to a Lease of Railroad Equipment, dated as of December 1, 1977 (the "Lease"), duly recorded and filed with the Commission pursuant to 49 U.S.C. §11303 under Recordation Number 9132-B, which Lease is a secondary document as defined in the Commission's Rules for the Recordation of Documents. Unilease assigned the Lease to Girard, pursuant to a Lease Assignment, dated as of December 1, 1977 (the "Lease Assignment"), duly recorded and filed with the Commission pursuant to 49 U.S.C. §11303 under Recordation Number 9132-C, which Lease Assignment is a secondary document as defined in the Commission's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document is:

Bank of America National Trust and Saving
Association, (successor in interest to Security
Pacific National Bank which was successor Agent to
Mellon Bank, N.A. which was successor in interest
to Girard Trust Bank)
333 South Beaudry - 25th Floor
Los Angeles, California 90017

A description of the Equipment covered by the enclosed document is set forth in Appendix A to the Release of Railcar Lien enclosed herein.

Also enclosed is a check in the amount of \$21.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return all three stamped photostatic copies of the enclosed document and the stamped photostatic copy of this letter to Susan F. Lifvendahl at Ross & Hardies, 150 North Michigan Avenue, Suite 2700, Chicago, Illinois 60601.

Following is a short summary of the enclosed document and primary document and secondary documents to which it relates:

Document to be Recorded

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Sidney L. Strickland, Jr.
October 25, 1994
Page 3

1994, releasing lien on the Equipment described on Appendix A thereto.

Primary Document to Which it Relates

Conditional Sale Agreement, dated as of December 1, 1977, between General Motors Corporation and Unilease No. 23, Inc., recorded and filed with the Interstate Commerce Commission pursuant to 49 U.S.C. §11303 on December 22, 1977 under Recordation Number 9132.

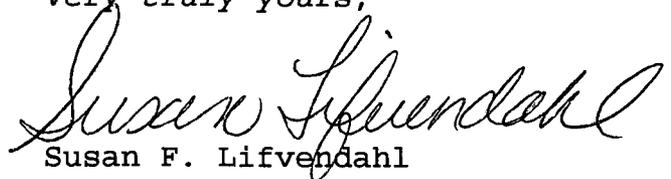
Secondary Documents to Which it Relates

Agreement and Assignment dated as of December 1, 1977 between General Motors Corporation and Girard Trust Bank as Agent, recorded and filed with the Interstate Commerce Commission on December 22, 1977 under Recordation Number 9132-A.

Lease of Railroad Equipment dated as of December 1, 1977 between Unilease No. 23, Inc. and Robert W. Meserve and Benjamin H. Lacy, Trustees to the property of the Boston and Maine Corporation, recorded and filed with the Interstate Commerce Commission on December 22, 1977 under Recordation Number 9132-B.

Lease Assignment dated as of December 1, 1977 between Unilease No. 23, Inc. and Girard Trust Bank, recorded and filed with the Interstate Commerce Commission under Recordation Number 9132-C.

Very truly yours,


Susan F. Lifvendahl

SFL/ej
w/encl.

cc: Robert W. Kleinman
Susan G. Lichtenfeld

Interstate Commerce Commission

Washington, D.C. 20423

10/26/94

OFFICE OF THE SECRETARY

Susan F. Lifvendahl
Ross & Hardies
150 North Michigan Avenue
Chicago, Illinois 60601-7567

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/26/94 at 3:45PM, and assigned recordation number(s). 9132-E.

Sincerely yours,

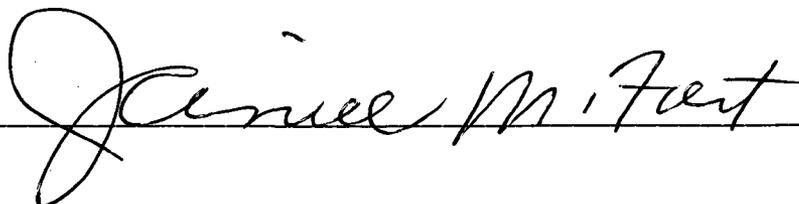

Vernon A. Williams
Acting Secretary

Enclosure(s)

(0100412005)

\$ 21.00 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 and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



RELEASE OF RAILCAR LIEN

RECORDATION NO.

9132-E
FILED 1255

OCT 26 1994 -3 20 PM

KNOW ALL MEN BY THESE PRESENTS THAT

INTERSTATE COMMERCE COMMISSION

WHEREAS, General Motors Corporation., a Delaware corporation (the "Vendor") and Unilease No. 23, Inc., a Delaware corporation (the "Vendee") entered into a Conditional Sale Agreement dated as of December 1, 1977 (the "CSA") covering the construction, sale and delivery of certain railroad equipment described in Annex A to the CSA (the "Equipment"), which CSA was duly recorded and filed with the Interstate Commerce Commission on December 22, 1977 pursuant to 49 U.S.C. § 11303 and assigned Recordation Number 9132;

WHEREAS, the CSA was assigned by the Vendor to Girard Trust Bank as Agent ("Girard"), pursuant to an Agreement and Assignment dated as of December 1, 1977 (the "Agreement and Assignment"), which document was duly recorded and filed with the Interstate Commerce Commission on December 22, 1977 pursuant to 49 U.S.C. § 11303 and assigned Recordation Number 9132-A;

WHEREAS, the Vendee leased the Equipment to Robert W. Meserve and Benjamin H. Lacy, Trustees of the property of the Boston and Maine Corporation (herein collectively referred to as the "Lessee"), pursuant to a Lease of Railroad Equipment dated as of December 1, 1977 (the "Lease"), which Lease was duly recorded and filed with the Interstate Commerce Commission on December 22, 1977 pursuant to 49 U.S.C. § 11303 and assigned Recordation Number 9132-B;

WHEREAS, the Lease was assigned by the Vendee to Girard, pursuant to Lease Assignment dated as of December 1, 1977 (the "Lease Assignment"), which document was duly recorded and filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 and assigned Recordation Number 9132-C;

WHEREAS, Mellon Bank N.A. ("Mellon") is successor in interest to Girard, Security Pacific National Bank ("Security Pacific") is successor Agent to Mellon, and Bank of America National Trust and Savings Association ("Bank of America") is successor in interest to Security Pacific.

WHEREAS, all conditions of the CSA, the Agreement and Assignment and the Lease Assignment precedent to this Release have been complied with by the Vendee and its successors and assigns.

NOW, THEREFORE, Bank of America, for and in consideration of Ten Dollars (\$10.00) and other good and valuable consideration, receipt whereof is hereby acknowledged, does hereby RELEASE, REMISE, CONVEY AND QUIT CLAIM unto the Vendee and its successors and assigns, all of the right, title, lien, interest, claim or demand whatsoever which Bank of America has or may have acquired under, through or by virtue of the CSA, the Agreement and Assignment and the Lease Assignment in and to the Lease and in and to the railroad locomotives described in Appendix A hereto.

IN WITNESS WHEREOF, Bank of America has caused this instrument to be duly executed and delivered by its duly authorized officers as of this 7th day of ~~September~~, 1994.

OCTOBER

BANK OF AMERICA NATIONAL TRUST AND SAVINGS ASSOCIATION, (as successor in interest to Security Pacific National Bank which was successor Agent to Mellon Bank, N.A. which was successor in interest to Girard Trust Bank).

By: MR Perez
Title: TRUST OFFICER

CALIFORNIA

ALL-PURPOSE

ACKNOWLEDGEMENT

STATE OF CALIFORNIA)
COUNTY OF LOS ANGELES)

On OCT 07 1994 before me, Alicia M. Estrada
DATE NAME, TITLE OF OFFICER - E.G., "JANE DOE, NOTARY PUBLIC"

personally appeared, NANCY R. PEREZ
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.

Alicia M. Estrada (SEAL)
NOTARY PUBLIC SIGNATURE



OPTIONAL INFORMATION

TITLE OR TYPE OF DOCUMENT _____
DATE OF DOCUMENT _____ NUMBER OF PAGES _____
SIGNER(S) OTHER THAN NAMED ABOVE _____

APPENDIX A

18 GP40-2 LOCOMOTIVES

UNIT NUMBERS (BOTH INCLUSIVE)

BM 300 - 317