

BALL, JANIK & NOVACK  
ATTORNEYS AT LAW  
1101 PENNSYLVANIA AVE. N.W., SUITE 1035  
WASHINGTON, D. C. 20004  
TELEPHONE (202) 638-3307  
TELECOPY (202) 783-6947

101 S.W. MAIN ST. SUITE 1100  
PORTLAND, OREGON 97204 3274  
TELEPHONE (503) 228-2525  
TELECOPY (503) 295-1058

December 23, 1994

RECORDATION NO. 10279-I FILED 1425

DEC 23 1994 - 12 00 PM

INTERSTATE COMMERCE COMMISSION

Louis E. Gitomer  
Direct Dial: (202)466-6532

Honorable Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
Washington, DC 20423

Dear Secretary Williams:

I have enclosed the two originals and two certified copies of the four documents described below, to be recorded pursuant to 49 U.S.C. § 11303.

I. The first document is an Instrument of Lien Release and Bill of Sale, dated as of December 30, 1994, a secondary document. The primary document to which this is connected is recorded under Recordation No. 10279. We request that this document be recorded under Recordation No. 10279-I.

The name and address of the party to the Instrument of Lien Release and Bill of Sale is:

Assignee:

The Bank of New York  
101 Barclay Street  
New York, NY 10007

A description of the equipment covered by the document consists of 15 SD40-2 3,000 horsepower locomotives numbered CSXT 8019-8033, inclusive.

II. The second document is an Instrument of Lien Release and Bill of Sale, dated as of December 31, 1994, a secondary document. The primary document to which this is connected is recorded under Recordation No. 10126. We request that this document be recorded under Recordation No. 10126-I.

The name and address of the party to the Instrument of Lien Release and Bill of Sale is:

*Counterparts - McDonald*

Honorable Vernon A. Williams  
December 23, 1994  
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Assignee:

The Bank of New York  
101 Barclay Street  
New York, NY 10007

A description of the equipment covered by the document consists of 15 C30-7 3,000 horsepower locomotives numbered CSXT 7000-7008, inclusive and 7010-7015, inclusive, 19 SD40-2 3,000 horsepower locomotives numbered CSXT 8000-8018, inclusive, and 20 GP38-2 2,000 horsepower locomotives numbered CSXT 2662-2681, inclusive.

III. The third document is an Instrument of Lien Release and Bill of Sale, dated as of January 2, 1995, a secondary document. The primary document to which this is connected is recorded under Recordation No. 10751. We request that this document be recorded under Recordation No. 10751-F.

The name and address of the party to the Instrument of Lien Release and Bill of Sale is:

Assignee:

The Bank of New York  
101 Barclay Street  
New York, NY 10007

A description of the equipment covered by the document consists of seven SD40-2 3,000 horsepower locomotives numbered CR 6497-6503, inclusive and seven B23-7 2,250 horsepower locomotives numbered CR 2001-2007, inclusive.

IV. The fourth document is an Instrument of Lien Release and Bill of Sale, dated as of January 1, 1994, a secondary document. The primary documents to which this is connected are recorded under Recordation Nos. 9722 and 9749. We request that this document be recorded under Recordation Nos. 9722-J and 9749-J.

The name and address of the party to the Instrument of Lien Release and Bill of Sale is:

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Honorable Vernon A. Williams  
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Assignee:

The Bank of New York  
101 Barclay Street  
New York, NY 10007

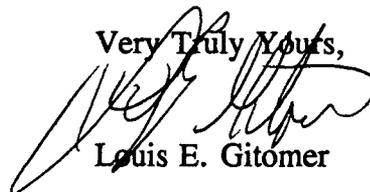
A description of the equipment covered by the document consists of 34 SD40-2 3,000 horsepower locomotives numbered CR 6441-6474, inclusive 32 GP38-2 2,000 horsepower locomotives numbered CR 8224-8255, inclusive, and eight 3,000 horsepower locomotives numbered CR 6475-6482, inclusive.

A fee of \$105.00 is enclosed. Please return two originals and one certified copy to:

Louis E. Gitomer  
Of Counsel  
Ball, Janik & Novack  
Suite 1035  
1101 Pennsylvania Avenue, N.W.  
Washington, DC 20004

A short summary of the documents to appear in the indexes follows: (1) an Instrument of Lien Release and Bill of Sale by The Bank of New York, 101 Barclay Street, New York, NY 10007, covering 15 SD40-2 3,000 horsepower locomotives numbered CSXT 8019-8033, inclusive; (2) an Instrument of Lien Release and Bill of Sale by The Bank of New York, 101 Barclay Street, New York, NY 10007, covering 15 C30-7 3,000 horsepower locomotives numbered CSXT 7000-7008, inclusive and 7010-7015, inclusive, 19 SD40-2 3,000 horsepower locomotives numbered CSXT 8000-8018, inclusive, and 20 GP38-2 2,000 horsepower locomotives numbered CSXT 2662-2681, inclusive; (3) an Instrument of Lien Release and Bill of Sale by The Bank of New York, 101 Barclay Street, New York, NY 10007, covering seven SD40-2 3,000 horsepower locomotives numbered CR 6497-6503, inclusive and seven B23-7 2,250 horsepower locomotives numbered CR 2001-2007, inclusive; (4) an Instrument of Lien Release and Bill of Sale by The Bank of New York, 101 Barclay Street, New York, NY 10007, covering 34 SD40-2 3,000 horsepower locomotives numbered CR 6441-6474, inclusive 32 GP38-2 2,000 horsepower locomotives numbered CR 8224-8255, inclusive, and eight 3,000 horsepower locomotives numbered CR 6475-6482, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

Interstate Commerce Commission  
Washington, D.C. 20423

OFFICE OF THE SECRETARY

L. John Osborn, Esq.  
Verner, Liipfert, Bernhard, McPherson  
& Hand, Charter  
1660 L Street, N.W.  
Suite 1000  
Washington, D.C. 20036

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 12/15/87 at 2:50PM, and assigned re-  
recording number(s) 10751-D, 10802-E, 11013-D, 11779-F, 11780-F & 11939-D

Sincerely yours,

*Norita R. McGee*  
Secretary

Enclosure(s)

INSTRUMENT OF LIEN RELEASE AND BILL OF SALE  
RECORDATION NO. 10751-F FILED 1425

DEC 23 1994 - 12 00 PM

INTERSTATE COMMERCE COMMISSION

THIS INSTRUMENT OF LIEN RELEASE AND BILL OF SALE (the "Instrument"), is dated as of January 2, 1995, from The Bank of New York, ~~National Association~~ (successor in interest to Mercantile Safe Deposit & Trust Co. ), not individually but solely as Indenture Trustee ("Indenture Trustee").

RECITALS

LPCA Corporation (successor in interest to Westinghouse Credit Corporation and the Beneficial Leasing Group No. 11, Inc.) ("LPCA") entered into a Conditional Sale Agreement, dated as of February 1, 1979 (the "CSA"), with General Motors Corporation (Electro-Motive Division) ("GM"), which was recorded with the Interstate Commerce Commission ("ICC") on August 17, 1979 and assigned ICC recordation number 10751. GM subsequently assigned all of its rights under the CSA to Indenture Trustee pursuant to an Agreement and Assignment, dated as of February 1, 1979 ("A&A"), which was recorded with the ICC on August 17, 1979, and assigned ICC recordation number 10751-A. LPCA entered into a Lease of Railroad Equipment (the "Lease"), dated as of February 1, 1979, with Consolidated Rail Corporation ("Conrail"), as Lessee, which was recorded with the ICC on August 17, 1979, and assigned ICC recordation number 10751-B. LPCA subsequently assigned its rights under the Lease to Indenture Trustee pursuant to an Assignment of Lease and Agreement dated as of February 1, 1979 (the "Lease Assignment"), which was recorded with the ICC on August 17, 1979, and assigned ICC recordation number 10751C. The obligations under the CSA will be satisfied in full on January 2, 1995. The rail equipment subject to the CSA and the Lease is described on the attached Schedule A (the "Equipment").

Indenture Trustee desires to execute this Instrument to evidence for the public record the satisfaction and release of all of its rights and obligations under the foregoing documents and to evidence the transfer of the title to the Equipment subject thereto to LPCA in accordance with the terms and conditions of the CSA.

NOW, THEREFORE, in consideration of the premises Indenture Trustee agrees as follows:

1. Release of Lien. Indenture Trustee does hereby acknowledge and confirm for the public record the satisfaction and release of (i) all of its security interest in and to the Lease, and (ii) all other rights of Indenture Trustee, together with the obligations of LPCA, arising under the Lease Assignment.

2. Transfer of Title. In accordance with the provisions of the CSA, Indenture Trustee does hereby transfer to LPCA, not individually, and to LPCA's successors and assigns forever, all of its right, title and interest in and to the Equipment. Indenture Trustee represents and warrants to LPCA that the Equipment transferred hereby is free and clear of liens and encumbrances created by, through or under Indenture Trustee.

THE EQUIPMENT IS SOLD "AS IS" AND "WHERE IS" AND INDENTURE TRUSTEE MAKES NO WARRANTY OR REPRESENTATION, EXPRESS OR IMPLIED, AS TO DESIGN, VALUE, OPERATION, OR CONDITION OF, OR AS TO THE QUALITY OF THE MATERIAL OR WORKMANSHIP IN, THE EQUIPMENT, THE MERCHANTABILITY OR FITNESS OF THE EQUIPMENT FOR ANY PARTICULAR PURPOSE OR ANY OTHER WARRANTY OR REPRESENTATION WHATSOEVER, EXCEPT AS IS SPECIFICALLY SET FORTH IN THE PRECEDING PARAGRAPH.

3. Miscellaneous. This Instrument will be filed and recorded with the ICC pursuant to the provisions of 49 U.S.C. Section 11303. This Instrument shall be governed by the laws of the State of New York.

IN WITNESS WHEREOF, Indenture Trustee has executed this Instrument as of the date first above written.

THE BANK OF NEW YORK,  
~~NATIONAL ASSOCIATION~~

By: \_\_\_\_\_

Its: \_\_\_\_\_

JOE PRESIDENT

STATE OF NEW YORK )  
 ) ss. )  
COUNTY OF NEW YORK )

On DECEMBER 21<sup>ST</sup>, 1994, before me WILLIAM J. CASSELS, the undersigned Notary Public, personally appeared W. J. CUNNINGHAM 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 as \_\_\_\_\_ VICE PRESIDENT of THE BANK OF NEW YORK and acknowledged that HE executed it.

Witness my hand and official seal.



Notary Public  
WILLIAM J. CASSELS  
Notary Public, State of New York  
No. 01CA5027729  
Qualified in Bronx County  
Certificate Filed in New York County  
Commission Expires May 16, 1996

SCHEDULE A  
TO  
INSTRUMENT OF LIEN RELEASE, ASSIGNMENT OF LEASE,  
TERMINATION OF TRUST AND BILL OF SALE

List of Equipment

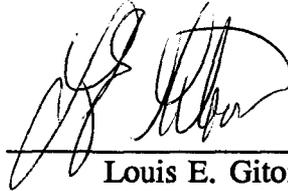
Seven SD40-2 3000 horsepower locomotives numbered CR 6497-6503, inclusive.

Seven B23-7 2250 horsepower locomotives numbered CR 2001-2007, inclusive.

BALL, JANIK & NOVACK

**CERTIFICATION**

I, LOUIS E. GITOMER, have compared this copy to the original Instrument of Lien Release and Bill of Sale, dated as of January 2, 1995, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.

A handwritten signature in black ink, appearing to read "Louis E. Gitomer", is written over a horizontal line.

Louis E. Gitomer  
December 23, 1994