

RECORDATION NO. 14891-J FILED
SEP 07 '01 10:10 AM
SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

September 7, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Complete Termination and Release of Security Interests, dated as of August 30, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Conditional Sale Agreement, Agreement and Assignment and Assignment of Lease previously filed with the Commission under Recordation Number 14891, 14891-A and 14891-C.

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

Secured Party: The Bank of New York
101 Barclay Street
New York, NY 10286

A description of the railroad equipment covered by the enclosed documents is:

30 locomotives PRR 5461 - PRR 5477 and CSXT 8687 - CSXT 8699
(formerly CR 6805 - CR 6834)

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Mr. Vernon Williams
September 7, 2001
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A short summary of the document to appear in the index follows:

Complete Termination and Release of Security Interests

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

14891-J

SEP 07 '01 10:10 AM

COMPLETE TERMINATION AND RELEASE OF SECURITY INTERESTS SURFACE TRANSPORTATION BOARD

WITNESSETH

WHEREAS, by Conditional Sale Agreement, dated as of January 15, 1986 (the "CSA"), General Motors Corporation (Electro-Motive Division) ("GM-EMD") agreed to construct and sell to The Connecticut Bank and Trust Company, National Association ("Connecticut"), as Trustee, certain railroad equipment described in Schedule A attached hereto ("Equipment");

WHEREAS, by Agreement and Assignment, dated as of January 15, 1986 (the "Assignment"), GM-EMD assigned its interests in the CSA to Mercantile-Safe Deposit and Trust Company ("Mercantile"), as Agent ("Agent"), on behalf of certain institutional investors;

WHEREAS, by Lease of Railroad Equipment, dated as of January 15, 1986 (the "Lease"), Connecticut, as Owner Trustee, leased the Equipment to Consolidated Rail Corporation subject to the rights of Agent under the CSA;

WHEREAS, by Assignment of Lease and Agreement, dated as of January 15, 1986 (the "Agreement"), Connecticut assigned its rights under the Lease as collateral security to Mercantile to secure the payment of the indebtedness under the CSA (the "CSA Indebtedness");

WHEREAS the CSA, the Assignment, the Lease and the Agreement were duly filed and recorded with the Interstate Commerce Commission on February 3, 1986 at 2:15 p.m. and were assigned Recordation Numbers 14891, 14891-A, 14891-B and 14891-C, respectively.

WHEREAS, The Bank of New York has succeeded to the interests of Mercantile;

WHEREAS, State Street Bank and Trust Company of Connecticut, National Association ("State Street") has succeeded to the interests of Connecticut; and

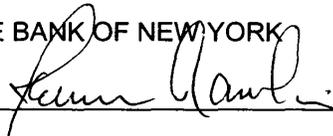
WHEREAS, this Instrument is executed to evidence for the public record the satisfaction and release of all the rights and obligations of the parties under the CSA, the Assignment and the Agreement;

NOW THEREFORE, in consideration of the premises, The Bank of New York, as successor to Mercantile, Agent, does hereby acknowledge and confirm: (i) the full and complete satisfaction of the CSA Indebtedness and other obligations under the CSA, the Assignment, and the Agreement; (ii) the release of all rights, obligations, and security interests in the Equipment, whether arising under the CSA, the Assignment, the Agreement, or any other instruments executed pursuant thereto; and (iii) the reassignment to State Street all of the rights, title and interests of Agent in the Lease and the Equipment;

This instrument is to be filed and recorded with the Surface Transportation Board pursuant to the provisions of 49 U.S.C. Section 11301.

IN WITNESS WHEREOF, The Bank of New York has executed this Instrument as of the 30 day of August, 2001.

THE BANK OF NEW YORK

By: 

Name: TERENCE RAWLINS
VICE PRESIDENT

Title: _____

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

On this 14th day of SEPTEMBER, 2001, before me, a notary public in and for the county and state aforesaid, personally appeared TERENCE RAUTINS, to me personally known, who, being by me duly sworn, says that he/she is a VICE President of The Bank of New York, that the said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the corporation.



NOTARY PUBLIC

My commission expires: 5/31/03

ROBERT SCHNECK
Notary Public, State of New York
No. 4746935
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires May 31, 2003

SCHEDULE A

**Original Reporting
Marks and Identifying
Numbers**

**New Reporting
Marks and Identifying
Numbers**

**Original Reporting
Marks and Identifying
Numbers**

**New Reporting
Marks and Identifying
Numbers**

CR 6805
CR 6808
CR 6809
CR 6810
CR 6811
CR 6812
CR 6817
CR 6820
CR 6821

PRR 5461
PRR 5462
PRR 5463
PRR 5464
PRR 5465
PRR 5466
PRR 5467
PRR 5468
PRR 5469

CR 6822
CR 6824
CR 6828
CR 6829
CR 6830
CR 6831
CR 6832
CR 6833

PRR 5470
PRR 5471
PRR 5472
PRR 5473
PRR 5474
PRR 5475
PRR 5476
PRR 5477

CR 6806
CR 6807
CR 6813
CR 6814
CR 6815
CR 6816
CR 6818

CSXT 8687
CSXT 8688
CSXT 8689
CSXT 8690
CSXT 8691
CSXT 8692
CSXT 8693

CR 6819
CR 6823
CR 6825
CR 6826
CR 6827
CR 6834

CSXT 8694
CSXT 8695
CSXT 8696
CSXT 8697
CSXT 8698
CSXT 8699