

RECORDATION NO. 15048-F FILED
MAR 26 '04 11:31 AM
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

March 26, 2004

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 Release of Equipment Conditional Sale, dated as of March 25, 2004 a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Conditional Sale Agreement and documents associated therewith previously filed with the Commission under Recordation Numbers 15048, 15048-A and 15048-C.

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

Agent: The Bank of New York
(successor in interest to
Mercantile-Safe Deposit and Trust
Company)
101 Barclay Street
New York, NY 10286

[Owner Trustee: United States Trust Company
of New York
114 West 47th Street
New York, NY 10036]

Mr. Vernon A. Williams
March 26, 2004
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A description of the railroad equipment covered by the enclosed document
is:

Eleven (11) SD60 locomotives

CNW Road Numbers

8032-8036
8038-8041
8044-8045

A short summary of the document to appear in the index follows:

Release of Equipment Conditional Sale

Also enclosed is a check in the amount of \$30.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

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**RELEASE OF EQUIPMENT
CONDITIONAL SALE OF RAILROAD EQUIPMENT**

SURFACE TRANSPORTATION BOARD

The undersigned, THE BANK OF NEW YORK (as successor in interest to MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY), as agent (the "Agent") for certain investors under a Participation Agreement, dated as of August 1, 1986, for good and valuable consideration, the receipt of which is acknowledged, hereby terminates and releases its security interest in and to the rail equipment more particularly described on Schedule A attached hereto (the "Equipment"), together with all other collateral related to the Equipment granted pursuant to: (i) that certain Conditional Sale Agreement, dated as of August 1, 1986 (the "CSA"), between United States Trust Company of New York, not in its individual capacity, but solely as owner trustee, as Trustee, and General Motors Corporation (Electro-Motive Edition) (the "Builder"), as Builder and Vendor; (ii) that certain Agreement and Assignment, dated as of August 1, 1986 (the "Agreement") between the Builder and the Agent; and (iii) the Assignment of Lease and Agreement, dated as of August 1, 1986 (the "Assignment") between the Trustee and the Agent. The CSA was recorded with the Interstate Commerce Commission (now known as the Surface Transportation Board) (the "ICC") on September 9, 1986 under recordation number 15048, the Agreement was recorded with the ICC on September 9, 1986 under recordation number 15048-A, and the Assignment was recorded with the ICC on September 9, 1986 under recordation number 15048-C.

Dated as of this 25 day of March, 2004

THE BANK OF NEW YORK, as Agent

By: Thomas B. Zakrzewski
Name: Thomas B. Zakrzewski
Title: Vice President

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

On this 25TH day of MARCH 2004, before me, personally appeared Thomas B. Zakrzewski to me personally known, who being by me duly sworn, says that (s)he is a Vice President of THE BANK OF NEW YORK, and that said instrument was signed on behalf of said corporation by the authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)
My commission expires:

Lucille Mercurio
Notary Public

LUCILLE MERCURIO
Notary Public, State of New York
No. 03-4654994
Qualified in Bronx County
Certificate filed in New York County
Commission Expires December 31, 2005

SCHEDULE A
(Recordation. No. 15048)

Specifications of the Equipment

<u>Type</u>	<u>Quantity</u>	<u>CNW Road Numbers</u>
Part A: SD-60 3,800 h.p. diesel electric locomotives	11	8032-8036 8038-8041 8044-8045

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

3/26/04



Robert W. Alvord