

RECORDATION NO. 14639-J FILED

SEP 07 '01 10-21 AM

SURFACE TRANSPORTATION BOARD

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

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 14639, 14639-A and 14639-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:

25 locomotives PRR 5446 - PRR 5460 and CSXT 8677 - CSXT 8686
(formerly CR 6780 - CR 6804)

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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

RECORDATION NO. 14639-J FILED

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SURFACE TRANSPORTATION BOARD

**COMPLETE TERMINATION AND RELEASE
OF SECURITY INTERESTS**

WITNESSETH

WHEREAS, by Conditional Sale Agreement, dated as of April 15, 1985 (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 April 15, 1985 (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 April 15, 1985 (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 April 15, 1985 (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 May 1, 1985 at 3:15 p.m. and were assigned Recordation Numbers 14639, 14639-A, 14639-B and 14639-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

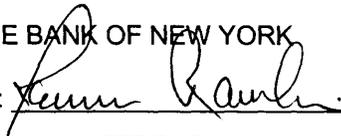
WHEREAS, this Instrument is executed to evidence for the public record the satisfaction and release of all the rights and obligations of the parties under the CSA, the Assignment and the Agreement;

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 4th day of SEPTEMBER, 2001, before me, a notary public in and for the county and state aforesaid, personally appeared TERENCE RAWLINS, 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. 4748935
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 6780
CR 6782
CR 6783
CR 6785
CR 6787
CR 6789
CR 6792
CR 6793

PRR 5446
PRR 5447
PRR 5448
PRR 5449
PRR 5450
PRR 5451
PRR 5452
PRR 5453

CR 6794
CR 6796
CR 6797
CR 6798
CR 6799
CR 6802
CR 6804

PRR 5454
PRR 5455
PRR 5456
PRR 5457
PRR 5458
PRR 5459
PRR 5460

CR 6781
CR 6784
CR 6786
CR 6788
CR 6790

CSXT 8677
CSXT 8678
CSXT 8679
CSXT 8680
CSXT 8681

CR 6791
CR 6795
CR 6800
CR 6801
CR 6803

CSXT 8682
CSXT 8683
CSXT 8684
CSXT 8685
CSXT 8686