

RECORDATION NO. **13087-D** FILED

DEC 28 '99 11-86 AM

ELIAS C. ALVORD (1942)

ELLSWORTH C. ALVORD (1973)

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
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WASHINGTON, D.C.
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OF COUNSEL
URBAN A. LESTER

December 28, 1999

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 two (2) copies of a Termination of Security Interest, dated as of December 1, 1999, 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 related documents which were previously filed with the Commission under Recordation Numbers 13087, 13087-A and 13087-C.

The names and addresses of the parties to the enclosed document are:

Assignor: Mellon Financial Services Corporation
(f/k/a Mellon International Leasing Company)
One Mellon Bank Center
Pittsburgh, PA 15258

Assignee: The Bank of New York
(successor to Mercantile-Safe Deposit and Trust Company)
48 Wall Street
New York, NY

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

four hundred forty (440) gondola railcars bearing UFIX reporting marks
and road numbers attached hereto

R.S

Mr. Vernon A. Williams
December 28, 1999
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Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

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

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/bg
Enclosures

SCHEDULE 1
THE EQUIPMENT

<u>Type</u>	<u>Quantity</u>	<u>Road Numbers -Both Inclusive</u>
105-ton 4240 cu. ft. gondola coal cars	440	UFIX 19001 - UFIX 19110 UFIX 20001 - UFIX 20110 UFIX 21001 - UFIX 21110 UFIX 22001 - UFIX 22110

RECORDATION NO. **13087-D** FILED

DEC 20 1999 11-36 AM

~~SURFACE TRANSPORTATION BOARD~~ TERMINATION OF SECURITY INTEREST

THIS TERMINATION OF SECURITY INTEREST (this "Termination") is made and entered into, as of December 1, 1999, by MELLON FINANCIAL SERVICES CORPORATION #4 (formerly known as Mellon International Leasing Company and, herein, "Mellon") and THE BANK OF NEW YORK (successor to Mercantile-Safe Deposit and Trust Company and herein, "BNY").

RECITALS

The following agreements were entered into by the parties indicated with respect to the railroad equipment described on Schedule 1 hereto, which agreements were filed with the Interstate Commerce Commission as noted:

1. Conditional Sale Agreement, dated as of April 1, 1981 (the "CSA"), between Whittaker Corporation, Berwick Forge and Fabricating Division, as Builder, and Mellon, as Vendee, which CSA was filed with the Interstate Commerce Commission on May 8, 1981, under recordation number 13087.
2. Assignment of Lease and Agreement, dated as of April 1, 1981 (the "Assignment of Lease and Agreement"), between Mellon, as assignor, and Mercantile-Safe Deposit and Trust Company, as Agent, as assignee, filed with the Interstate Commerce Commission on May 8, 1981, under recordation number 13087-C.
3. Agreement and Assignment, dated as of April 1, 1981 (the "Agreement and Assignment"), between the Builder and the Agent, filed with the Interstate Commerce Commission on May 8, 1981, under recordation number 13087-A.

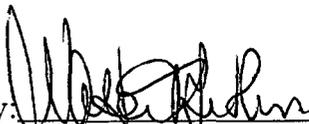
TERMINATION OF SECURITY INTEREST

BNY, solely in its capacity as agent for the Investors, and Mellon each hereby acknowledge that all amounts due with respect to the CSA Indebtedness (as defined in the CSA) have been received by the Investors and the Equipment is no longer subject to the CSA, the Assignment of Lease and Agreement or the Agreement and Assignment.

This Termination, which may be executed in counterparts, shall in all respects be governed by, and construed in accordance with, the laws of the State of Pennsylvania, including all matters of construction, validity and performance.

IN WITNESS WHEREOF, the parties have caused this Termination to be executed by their respective duly authorized officers as of the day and year first above written.

**THE BANK OF NEW YORK,
as Agent**

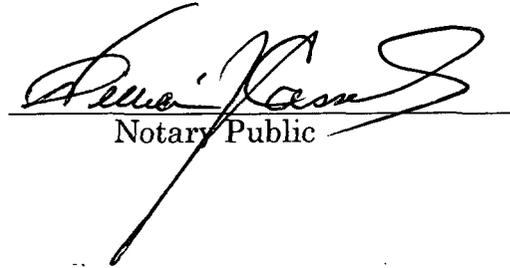
By: 
Walter Gitlin
Vice President

**MELLON FINANCIAL SERVICES
CORPORATION #4**

By: 
Michael F. Marks
Vice President

COUNTY OF NEW YORK)
) SS
STATE OF NEW YORK)

On this the 22nd day of December 1999, before me personally appeared Walter Gitlin to me personally known, who being by me duly sworn, says that he is a Vice President of The Bank of New York, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

WILLIAM J. CASSELS
Notary Public, State of New York
No. 01CA5027729
Qualified in Bronx County
Commission Expires May 16, 2000

COUNTY OF ALLEGHENY

COMMONWEALTH OF PENNSYLVANIA

)
) SS
)

On this the 23rd day of December 1999, before me personally appeared Michael F. Marks, to me personally known, who being by me duly sworn, says that he is a Vice President of Mellon Financial Services Corporation #4, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Debra L. Keenan
Notary Public

Notarial Seal
Debra L. Keenan, Notary Public
Pittsburgh, Allegheny County
My Commission Expires Oct. 12, 2000
Member, Pennsylvania Association of Notaries

SCHEDULE 1
THE EQUIPMENT

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