

LAW OFFICES OF
ROBERT G. SHEPHERD, JR.
SUITE 1200
1133 15TH STREET, N.W.
WASHINGTON, D.C. 20005
(202) 457-7944

ROBERT G. SHEPHERD, JR.
LOUIS E. GITOMER

FAX:

(202) 728-1196

8216-F-874

November 27, 1991

NOV 27 1991 - 1 29 PM

INTERSTATE COMMERCE COMMISSION

Honorable Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

1-331A002

Dear Secretary Strickland:

I have enclosed five duplicate originals of three documents, all involving the same cars, described below, to be recorded pursuant to 49 U.S.C. 11303.

I. The first document is an Instrument of Satisfaction and Release, a secondary document dated as of November 8, 1991. The primary document to which this is connected is recorded under Recordation Number 8216. We request that this Instrument of Satisfaction and Release be recorded under Recordation Number 8216-F.

The names and addresses of the parties to the document are as follows:

Lessor: American Security Bank, N. A.
Two North Charles Street
Baltimore, MD 21201

Lessee: CSX Transportation, Inc., as successor to
Clinchfield Railroad Company,
Seaboard Coast Line Railroad Company, and
Louisville and Nashville Railroad Company
100 North Charles Street
Baltimore, MD 21201

II. The second document is an Instrument of Satisfaction and Release, a secondary document dated as of November 8, 1991. The primary document to which this is connected is recorded under Recordation Number 8216. We request that this Instrument of Satisfaction and Release be recorded under Recordation Number 8216-G.

The names and addresses of the parties to the document are as follows:

Trustee: American Security Bank, N. A.
Two North Charles Street
Baltimore, MD 21201

Country Club
Robert G. Shepherd

NOV 27 1 29 PM '91
FBI - BALTIMORE

Sidney L. Strickland, Jr.

Lender: Metropolitan Life Insurance Company
Pan Am Building
200 Park Avenue
21st Floor
New York, NY 10166

III. The third document is a Bill of Sale, a secondary document dated as of November 21, 1991. The primary document to which this is connected is recorded under Recordation Number 8216. We request that this Bill of Sale be recorded under Recordation Number 8216-H.

The names and addresses of the parties to the document are as follows:

Seller: American Security Bank, N. A.
Two North Charles Street
Baltimore, MD 21201

Buyer: Helm Financial Corporation
One Embarcadero Center
San Francisco, CA 94111

A description of the equipment covered by all three documents follows: 100 100-ton open top hopper cars, as described in the attachment to this letter. The attachment correlates the new car numbers with those originally recorded.

A fee of \$48.00 is enclosed. Please return the extra originals to:

Louis E. Gitomer
Suite 1200
1133 15th Street, N.W.
Washington, D.C. 20005

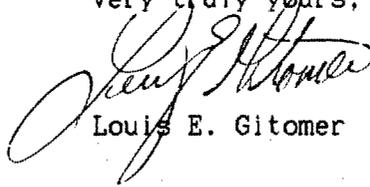
A short summary of the documents to appear in the index follows:

An Instrument of Satisfaction and Release, dated as of November 8, 1991, between American Security Bank, N. A., Two North Charles Street, Baltimore, MD 21201, and CSX Transportation, Inc., as successor to Clinchfield Railroad Company, Seaboard Coast Line Railroad Company, and Louisville and Nashville Railroad Company, 100 North Charles Street, Baltimore, MD 21201, involving 100 100-ton open top hopper cars, as described in the attachment. An Instrument of Satisfaction and Release, dated as of November 8, 1991, between American Security Bank, N. A., Two North Charles Street, Baltimore, MD 21201, and Metropolitan Life Insurance Company, Pan Am Building, 200 Park Avenue, 21st Floor, New York, NY 10166, involving 100 100-ton open top hopper cars, as described in the attachment. A Bill of Sale dated November 21, 1991, between American Security Bank, N. A., Two North Charles Street, Baltimore, MD 21201,

Sidney L. Strickland, Jr.

and Helm Financial Corporation, One Embarcadero Center, San Francisco, CA 94111, involving 100 100-ton open top hopper cars, as described in the attachment.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Louis E. Gitomer", written in dark ink over the typed name.

Louis E. Gitomer

Attachments

ATTACHMENT
DESCRIPTION OF EQUIPMENT
 (100 Open-Top Hopper Cars)

OLD CRR #	NEW CSXT #	OLD CRR #	NEW CSXT #	OLD CRR #	NEW CSXT #
57177	342882	57379	343080	57540	343239
57179	342884	57380	343081	57541	343240
57183	342898	57394	343094	57547	343245
57197	342902	57401	343100	57553	343251
57198	342903	57405	343104	57563	343260
57212	342917	57407	343106	57567	343264
57215	342920	57410	343109	57580	343277
57216	342921	57416	343115	57584	343281
57218	342923	57418	343117	57588	343286
57225	342930	57423	343122	57589	343286
57227	342932	57427	343126	57591	343288
57238	342941	57440	343139	57596	343293
57248	342951	57451	343150	57597	343294
57249	342954	57482	343161	57599	343295
57254	342959	57466	343165	57617	343314
57269	342973	57467	343168	57644	343340
57271	342975 SBD	57475	343174	57646	343342
57275	342979	57486	343185	57652	343348
57277	343274	57493	343192	57655	343351
57283	57283 CRR	57494	343193	57657	343353
57287	342991	57495	343194	57658	57658 CRR
57293	342997	57500	343199	57662	343358
57300	343004	57508	343207	57669	343365
57309	343013	57510	343209	57678	343373
57310	343014	57512	343211	57696	343391
57316	343020	57520	343219	57703	343398
57318	343021	57522	343221	57705	343400
57332	343035	57525	343224	57707	343402
57349	343052	57529	343228	57720	343415
57354	343057	57531	343230	57723	343418
57373	343074	57534	343233	57741	343436
57375	343076	57535	343234	57747	349441
				57749	57749 CRR
				57762	343456
				57763	343457
				57793	343486

EXHIBIT C

Interstate Commerce Commission
Washington, D.C. 20423

11/27/91

OFFICE OF THE SECRETARY

Louis E. Gitomer

Suite 1200

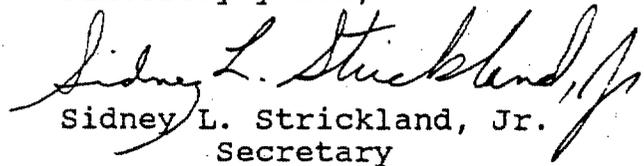
1133 15th Street ,N.W.

Washington, D.C. 20005

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 11/27/91 at 1:30pm , and assigned recordation number(s). 8216-F, 8216-G & 8216-H

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

INSTRUMENT OF SATISFACTION AND RELEASE, dated as of November 8, 1991, by and between American Security Bank, N.A. (formerly known as American Security and Trust Co.), not individually but solely as Owner Trustee ("Trustee"), and Metropolitan Life Insurance Company ("Lender").

WITNESSETH

RECORDATION NO. 8516-1 FILED 11/27/91

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INTERSTATE COMMERCE COMMISSION

WHEREAS, by a Conditional Sale Agreement, dated as of December 5, 1975 (the "Conditional Sale Agreement"), between Bethlehem Steel Corporation (the "Vendor"), and Trustee, as Vendee, the Vendor agreed to construct, sell and deliver to CSX Transportation, Inc. (as successor to the Clinchfield Railroad Company and others) (the "Railroad"), on the terms and conditions therein set forth, certain units of railroad equipment described on Exhibit A hereto, (the "Equipment").

WHEREAS, by an Agreement and Assignment, dated as of December 5, 1975 (the "Assignment"), the Vendor sold, assigned, transferred and set over to the Lender all its right, title and interest in and to the Equipment and the Conditional Sale Agreement;

WHEREAS, by the Lease of Railroad Equipment, dated as of December 5, 1975 (the "Lease"), between the Railroad and Trustee, as Lessor, the Railroad agreed to lease the Equipment from Trustee.

WHEREAS, the Lease was amended on December 5, 1975 by Amendment No. 1 to Lease of Railroad Equipment, between Trustee and Lessee (hereinafter the Lease, as amended by Amendment No. 1, shall be referred to as the "Lease").

WHEREAS, by an Assignment of Lease and Agreement, dated as of December 5, 1975 ("Lease Assignment"), between Trustee and the Lender, the Lease was assigned as security to the Lender.

WHEREAS, the foregoing documents ("Operative Documents") were filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on the dates indicated on Exhibit B hereto.

WHEREAS, the Trustee has performed its obligations under the Conditional Sale Agreement, the Lease has expired and the Equipment has been returned to the Trustee.

NOW, THEREFORE, in consideration of the mutual promises herein and of other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Trustee and the Lender agree as follows:

1. Definitions. All capitalized terms not otherwise defined herein shall have the meanings set forth in the Lease and the Conditional Sale Agreement.

2. Termination. The Conditional Sale Agreement is hereby declared terminated and the Equipment is released therefrom.

3. Transfer of Equipment. Lender does hereby release its security interests in the Equipment and Lease and transfers, sells, conveys and assigns to Trustee all of Lender's right, title and interest in the Equipment.

4. Filing. Trustee will cause this instrument to be filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. Section 11303, and will furnish a recorded counterpart thereof to the Railroad.

5. Counterparts. This instrument shall be executed in several counterparts, each of which so executed shall be deemed to be an original and such counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the Trustee and the Lender have caused this instrument to be signed in their respective corporate names and their respective corporate seals to be hereunto affixed and attested by their respective officers as of the day and year first above written.

AMERICAN SECURITY BANK, N.A., not individually but solely as Trustee under the Trust Agreement dated December 5, 1975

By: [Signature]
Its: Vice President

ATTEST:
[Signature]
Assistant Secretary

METROPOLITAN LIFE INSURANCE COMPANY
By: _____
Its: _____

ATTEST:

Assistant Secretary

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2. Termination. The Conditional Sale Agreement is hereby declared terminated and the Equipment is released therefrom.

3. Transfer of Equipment. Lender does hereby release its security interests in the Equipment and Lease and transfers, sells, conveys and assigns to Trustee all of Lender's right, title and interest in the Equipment.

4. Filing. Trustee will cause this instrument to be filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. Section 11303, and will furnish a recorded counterpart thereof to the Railroad.

5. Counterparts. This instrument shall be executed in several counterparts, each of which so executed shall be deemed to be an original and such counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the Trustee and the Lender have caused this instrument to be signed in their respective corporate names and their respective corporate seals to be hereunto affixed and attested by their respective officers as of the day and year first above written.

AMERICAN SECURITY BANK, N.A., not individually
but solely as Trustee under the Trust Agreement dated
December 5, 1975

By: _____
Its: _____

ATTEST:

Assistant Secretary

METROPOLITAN LIFE INSURANCE COMPANY

By: Alexander Watts
Its: VICE PRESIDENT

ATTEST:
[Signature]
Assistant Secretary

STATE OF _____)
COUNTY OF _____)

s.s.:

On this ____ day of _____ 1991, before me personally appeared _____ to me personally known, who, being by me duly sworn, did depose and say that he/she is the _____ of Metropolitan Life Insurance Company, the corporation described in and which executed the above instrument; that he/she knows the seal of said corporation; that of said corporation the seal affixed to the foregoing instrument is such corporate seal; and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and that he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My Commission Expires: _____

STATE OF MARYLAND)
COUNTY OF Montgomery)

s.s.:

On this 21st day of November 1991, before me personally appeared F. W. Clark to me personally known, who, being by me duly sworn, did depose and say that he/she is the Vice President of American Security Bank N.A., the corporation described in and which executed the above instrument; that he/she knows the seal of said corporation; that of said corporation the seal affixed to the foregoing instrument is such corporate seal; and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and that he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Alonna M. Joo

Notary Public

My Commission Expires: 9/1/92



STATE OF New York)
COUNTY OF New York)

s.s.:

On this 22nd day of November 1991, before me personally appeared Alexander Watts to me personally known, who, being by me duly sworn, did depose and say that he/she is the Vice - President of Metropolitan Life Insurance Company, the corporation described in and which executed the above instrument; that he/she knows the seal of said corporation; that of said corporation the seal affixed to the foregoing instrument is such corporate seal; and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and that he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

THOMAS C. HOI
Notary Public, State of New York
No. 31-4977849
Qualified in New York County
Commission Expires February 19, 1993


Notary Public

My Commission Expires: 2/19/93

STATE OF _____)
COUNTY OF _____)

s.s.:

On this ____ day of _____ 1991, before me personally appeared _____ to me personally known, who, being by me duly sworn, did depose and say that he/she is the _____ of Security Trust Company, the corporation described in and which executed the above instrument; that he/she knows the seal of said corporation; that of said corporation the seal affixed to the foregoing instrument is such corporate seal; and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and that he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My Commission Expires: _____

EQUIPMENT DESCRIPTION

The "Equipment" originally consisted of 625 100-ton coal hopper cars numbered CRR 57132 and 57176-57799.

EXHIBIT A

I.C.C. FILING INFORMATION

1. In No. 8216, a Conditional Sale Agreement, dated December 5, 1975, between American Security and Trust Company (AS&T), as Trustee under the Trust Agreement dated December 5, 1975, with Ford Motor Credit Company (Ford) and United States Trust Company of New York (US Trust), and Bethlehem Steel Corporation (Bethlehem), was recorded on February 18, 1976.
2. In No. 8216-A, an Agreement and Assignment (A&A), dated December 5, 1975, between Bethlehem and Metropolitan Life Insurance Company (Metropolitan), was recorded on February 18, 1976. An acknowledgement of Notice of Assignment, dated December 5, 1975, by AS&T was attached to the A&A.
3. In No. 8216-B, a Lease of Railroad Equipment, dated December 5, 1975, among Seaboard Coast Line Railroad Company (SCL), Louisville and Nashville Railroad Company (L&N), and AS&T, as Trustee, was recorded on February 18, 1976.
4. In No. 8216-C, an Assignment of Lease and Agreement (ALA), dated December 5, 1975, between AS&T, as Trustee, and Metropolitan, was recorded on February 18, 1976. A Consent and Agreement by SCL and L&N was attached to the ALA.
5. In No. 8216-D, Amendment No. 1 to Lease of Railroad Equipment, dated December 5, 1975, among SCL and L&N (as Lessee), American Security Bank, N.A., as successor in interest to AS&T (as Lessor), Metropolitan, Ford, and US Trust, was recorded on September 11, 1978.
6. In No. 8216-E, an Assignment and Assumption Agreement, dated December 15, 1988, between US Trust and GATX Leasing Corporation (GATX), effecting the sale of US Trust's right, title and interest to GATX, was recorded on December 16, 1988.

EXHIBIT B