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January 17, 1995

RECORDATION NO. 10740-E + F
FILED 1423

JAN 17 1995 - 2 15 PM

INTERSTATE COMMERCE COMMISSION

LICENSING BRANCH

JAN 17 2 11 PM '95

RECEIVED
OFFICE OF THE
SECRETARY

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two copies each of a Lease Termination Notice and Release, and Complete Termination and Release of Security Interests and Liens, both dated as of January 13, 1995, both secondary documents.

The enclosed documents relate to Conditional Sale Agreement, duly filed with the Commission under Recordation Number 10740.

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

Lease Termination Notice and Release

Lessee: Boston and Main Corporation
Iron Horse Park
North Billerica, Massachusetts 01862

Lessor: Integrated Rail Corp.
c/o Concurrency Management Corp.
10 Union Square East
New York, New York 10003

Complete Termination and Release of Security Interests of Liens

Secured Party: First Security Bank of Utah
79 South Main Street
Salt Lake City, Utah 84111

Counterparts - [Signature]

Mr. Vernon A. Williams
January 17, 1995
Page 2

A description of the railroad equipment covered by the enclosed document is
two hundred (200) railroad boxcars bearing road numbers BM 3200 - BM
3399, inclusive.

Also enclosed is a check in the amount of \$42.00 payable to the order of the
Interstate Commerce Commission covering the required recordation fee.

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

Very truly yours,


Robert W. Alvord

RWA/bg
Enclosures

RECORDATION NO. 10740-F
FILED 1425

COMPLETE TERMINATION AND RELEASE
OF SECURITY INTERESTS AND LIENS

JAN 17 1995 -2 15 PM

INTERSTATE COMMERCE COMMISSION

The undersigned, First Security Bank of Utah, N.A., a National Banking Association, as agent (the "Secured Party") under a Participation Agreement dated as of August 1, 1979 (the "Participation Agreement"), for good and valuable consideration, the receipt and sufficiency of which is acknowledged, terminates, releases and discharges all of its rights, security interests, liens and other interests granted under or with respect to:

(i) that certain Conditional Sale Agreement dated as of August 1, 1979 between Paccar, Inc. as builder and Arlington-Integrated (Rail), Inc. (which subsequently changed its name to Integrated Rail Corp.) ("Rail") as owner, which was filed with the Interstate Commerce Commission on August 13, 1979 as Recordation Number 10740 (the "Conditional Sale Agreement");

(ii) that certain Agreement and Assignment dated as of August 1, 1979 between Paccar, Inc. as assignor and the Secured Party as agent under the Participation Agreement, which Agreement and Assignment was filed with the Interstate Commerce Commission on August 13, 1979 as Recordation Number 10740-A (the "Agreement and Assignment"); and

(iii) that certain Assignment of Lease and Agreement dated as of August 1, 1979 between Rail as assignor and the Secured Party as agent under the Participation Agreement, which Assignment of Lease and Agreement was filed with the Interstate Commerce Commission on August 13, 1979 as Recordation Number 10740-C (the "Assignment of Lease");

and in and to all properties, assets and rights of every kind and nature, wherever located, now owned or hereafter acquired or arising, and all proceeds and products thereof, as may have been granted pursuant to the Conditional Sale Agreement, the Agreement and Assignment and the Assignment of Lease, including (without limiting the generality of the foregoing) all rights, interests and liens of the Secured Party in and to the two hundred railroad boxcars bearing BM reporting marks and road numbers 3200 through 3399 inclusive.

The Secured Party acknowledges that all obligations of Rail under the Conditional Sale Agreement, the Agreement and Assignment, and the Assignment of Lease have been satisfied and discharged and that the Conditional Sale Agreement has been terminated.

Executed as of this 12 day of January, 1995.

FIRST SECURITY BANK OF UTAH, N.A., as Agent

By: 

Name: Greg A. Hawley

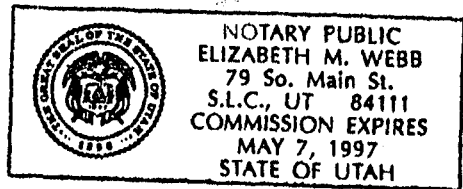
Title: Asst. Vice President

1/12/95; 2:00pm
36380/1010/69434.2

-2-

execution of the foregoing instrument was the free act and deed of said corporation.

Elizabeth M. Webb



1/12/95; 2:00pm
36380/1010/69434.2

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