

RECORDATION NO 15017-A Filed & Recorded

10

DEC 10 1986 10-30 AM

15017-A

INTERSTATE COMMERCE COMMISSION

6-344A030

MELLON BANK, N.A.
One Mellon Bank Center
Pittsburgh, Pennsylvania 15258

No. ~~15017-A~~
Date DEC 10 1986
Fee \$ 10.00
ICC Washington, D.C.

November 24, 1986

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

RE: TERMINATION OF SECURITY AGREEMENT DATED AS OF
AUGUST 1, 1986 AMONG MAINE CENTRAL RAILROAD
COMPANY, BOSTON AND MAINE CORPORATION AND MELLON
BANK, N.A. (the "Termination")

Dear Sir:

Enclosed herewith for recording, pursuant to Section 11303 of Title 49 of the United States Code, are three original copies of the Termination. The filing fee is delivered herewith. The recordation number of the SECURITY AGREEMENT DATED AS OF AUGUST 1, 1986 AMONG MAINE CENTRAL RAILROAD COMPANY, BOSTON AND MAINE CORPORATION AND MELLON BANK, N.A. (the "Security Agreement") to which the Termination is connected is #15017.

Maine Central Railroad Company, a Maine corporation, has its principal place of business at Iron Horse Park, North Billerica, MA 01862. Boston and Maine Corporation, a Delaware corporation, has its principal place of business at Iron Horse Park, North Billerica, MA 01862. Mellon Bank, N.A. is a national banking association with offices at One Mellon Bank Center, Pittsburgh, Pennsylvania 15258.

The railroad equipment covered by the Security Agreement is as follows:

Maine Central Railroad Company (MEC)

12 EMD GP-38 locomotives bearing MEC series numbers (both inclusive in the case of each series)

251 - 259
261 - 263

1 EMD GP-7 locomotive bearing MEC series number 470

1 EMD GP-9 locomotive bearing MEC series number 471

DEC 10 7 20 PM '86
MOTOR VEHICLE UNIT
THI... OF
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Counterpart - C.T. Koppeler

Boston and Maine Corporation (B&M)

20 EMD GP-40 locomotives bearing B&M series numbers (both inclusive in the case of each series)

320 - 321
323 - 324
326 - 335
338 - 342

100 gondolas bearing B&M series numbers (both inclusive in the case of each series):

9000 - 9009

140 Covered Hopper Cars bearing the following Delaware and Hudson Railway Company (D&H) numbers (both inclusive in the case of each series):

3400 - 3401
3403 - 3428
3430 - 3440
3443 - 3451

12101 - 12121
12123 - 12146
12148 - 12152
12154 - 12156
12158
12160 - 12171
12173 - 12192
12194
12196 - 12200

180 Gondola Cars bearing the following Delaware and Hudson Railway Company (D&H) numbers (both inclusive in the case of each series):

14102 - 14112
14114 - 14122
14125 - 14137
14140 - 14143
14145 - 14147
14149 - 14151
14153 - 14165
14167 - 14189

MELLON BANK, N.A.

Secretary

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November 24, 1986

1091 - 1101
1103 - 1124
1126 - 1143
1145 - 1147
1149 - 1175

1177 - 1192
1194 - 1195
1197 - 1200

Please return a file stamped copy of the Termination and any copies of the Termination not needed by the Commission to Louis B. Schwartz, Reed Smith Shaw & McClay, P.O. Box 2009, Pittsburgh, Pennsylvania 15230.

Very truly yours,

MELLON BANK, N.A.

By *Robert H. Duke*

Title SENIOR VICE PRESIDENT

HAND DELIVERED

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Robert W. Goode
Mellon Bank, N.A.
One Mellon Bank Center
Pittsburgh, Pennsylvania 15258

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 12-10-86 at 10:30 AM, and assigned re-
recording number(s). 15017-A.

Sincerely yours,

Noreta R. McGee
Secretary

Enclosure(s)

SE-30
(7/79)

RECORDATION NO. 15017-A Filed & Recorded

DEC 10 1986 10:30 AM

TERMINATION

INTERSTATE COMMERCE COMMISSION

OF
SECURITY AGREEMENT DATED AS OF AUGUST 1, 1986
AMONG MAINE CENTRAL RAILROAD COMPANY,
BOSTON AND MAINE CORPORATION AND MELLON BANK, N.A.

WITNESSETH:

WHEREAS, pursuant to a Line of Credit dated August 1, 1986, as amended by an Amendment to Line of Credit, dated September 30, 1986 (collectively referred to as the "Line of Credit"), Mellon Bank, N.A. (the "Bank") agreed to provide Maine Central Railroad Company and Boston and Maine Corporation (collectively referred to as the "Company"), a joint and several line of credit in the aggregate principal amount of \$5,800,000; and

WHEREAS, pursuant to §10(b) of the Line of Credit, the Bank and the Company entered into a Security Agreement dated August 1, 1986 (the "Security Agreement"), a true and correct copy of which is attached as Appendix A and pursuant to which the Company granted to the Bank a security interest in the collateral (the "Collateral") described in Exhibit A to the Security Agreement; and

WHEREAS, concurrently with the delivery of this Termination the Company will make payment in full of its indebtedness under the Line of Credit; and

WHEREAS, the Company has requested that the Security Agreement be terminated and in consideration of payment of the indebtedness under the Line of Credit the Bank is willing to terminate the Security Agreement.

NOW, THEREFORE, the Bank, intending to be legally bound, and in consideration of payment in full of the indebtedness of the Company under the Line of Credit, hereby terminates the Security Agreement and releases the Company from the terms, provisions, obligations and liens against it under the Security Agreement.

IN WITNESS WHEREOF, the Bank has caused this Termination to be executed and delivered by its officer thereunto duly authorized as of the date hereinabove set forth.

Witness:

MELLON BANK, N.A.

By: William R. Payne

By: R. J. S. [Signature]

Title: Banking Officer

Title: SENIOR VICE PRESIDENT

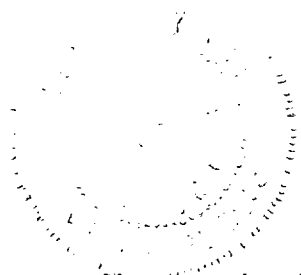
Address: One Mellon Bank Center
Pittsburgh, PA 15258

DATED: November 24, 1986

ACKNOWLEDGMENT

COMMONWEALTH OF PENNSYLVANIA)
) ss:
COUNTY OF ALLEGHENY)

On this the 24 day of November, 1986, before me, a Notary Public in and for the jurisdiction set forth above, personally appeared Robert W. Goode, to me known (or satisfactorily proven), who acknowledged himself to be SENIOR VICE PRESIDENT of Mellon Bank, N.A., a national banking association, and that he as such, being authorized to do so, executed the foregoing instrument in the capacity therein stated and for the purposes therein contained by signing the name of said banking association by himself as SENIOR VICE PRESIDENT.



Diane C. Valch
Notary Public
[Notarial Seal]

My commission expires:

DIANE C. VALCH, NOTARY PUBLIC
PITTSBURGH, ALLEGHENY COUNTY
MY COMMISSION EXPIRES OCT. 9, 1989
Member, Pennsylvania Association of Notaries