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DEC 10 1976

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8493-C
RECORDATION NO. Filed & Recorded

DEC 10 1976

INTERSTATE COMMERCE COMMISSION

December 2, 1976

CONFIDENTIAL James H. Cumpstead

Dear Sir:

Pursuant to Section 20c of the Interstate Commerce Act and the Commission's rules and regulations thereunder, as amended, I enclose herewith on behalf of The Bank of California, N.A., for filing and recordation eight counterparts of the following document:

Release and Termination dated as of December 1, 1976, by The Bank of California, N.A.

The name and address of the party to the aforementioned Agreement are as follows:

The Bank of California, N.A.
400 California Street
San Francisco, California 94104

Pursuant to the Release and Termination, The Bank of California, N.A., releases and terminates its right, title and interest in and to the equipment hereinafter described and in, to and under a Conditional Sale Agreement dated as of September 22, 1976, between FMC Corporation ("FMC") and SSI Rail Corp. ("SSI"), as amended and supplemented by a First Amendment and Supplement dated as of October 15, 1976, between FMC and SSI, and an Agreement and Assignment dated as of October 15, 1976, between FMC and The Bank of California, N.A. Said Conditional Sale Agreement was filed and recorded with the Interstate Commerce Commission on September 27, 1976, at 11:50 a.m., and assigned recordation number 8493, and said First Amendment and Supplement and said Agreement and Assign-

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11 54 AM '76
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OPERATION DIV.

ment were filed and recorded with the Interstate Commerce Commission on October 15, 1976, at 3:50 p.m., and assigned recordation numbers 8493-A and 8493-B, respectively, all pursuant to Section 20c of the Interstate Commerce Act.

Please file and record the Release and Termination referred to in this letter, assigning said document recordation number 8493-C, cross-index said document under the Conditional Sale Agreement, First Amendment and Supplement and Agreement and Assignment and under the names of The Bank of California, N.A., FMC Corporation and SSI Rail Corp.

The equipment covered by the aforementioned documents consists of the following:

One Hundred (100) 50'6" 70-ton Boxcars, AAR Designation XM, bearing Road Numbers MDW9000-9099, both inclusive.

There is also enclosed a check for \$10 payable to the Interstate Commerce Commission, representing the fee for recording the Release and Termination pursuant to 49 CFR 1116.1

Please stamp all eight counterparts of the enclosed document and the three attached copies of this transmittal letter with your official recording stamp. You will wish to retain two copies of the instruments and the original of this transmittal letter for your files. It is requested that the six remaining counterparts of the documents and the three copies of this transmittal letter be delivered to the bearer of this letter.

Very truly yours,



William R. Giusti,
As Agent for The Bank of
California, N.A.

Robert L. Oswald, Esq., Secretary,
Interstate Commerce Commission,
Washington, D. C. 20423

Encls.

69A

BY HAND

Interstate Commerce Commission

Washington, D.C. 20423

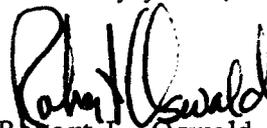
December 6, 1976

OFFICE OF THE SECRETARY

Dear

The enclosed document(s) was recorded pursuant to the provisions of Section 20(c) of the Interstate Commerce Act, 49 U.S.C. 20(c), on **12/06/76** at **11:55 am**, and assigned recordation number(s) **8493-C and 8560-A**

Sincerely yours,



Robert L. Oswald
Secretary

Enclosure(s)

SE-30
(5/76)

RECORDATION NO. 8493-C Filed & Recorded

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INTERSTATE COMMERCE COMMISSION

RELEASE AND TERMINATION OF CONDITIONAL
SALE AGREEMENT COVERING EQUIPMENT
UNDER RECORDATION NO. 8493

WHEREAS FMC Corporation (hereinafter called the Builder) and SSI Rail Corp. entered into a conditional sale agreement dated as of September 22, 1976, filed and recorded with the Interstate Commerce Commission (hereinafter called the Commission) pursuant to Section 20c of the Interstate Commerce Act (hereinafter called the Act), on September 27, 1976, and assigned recordation number 8493, a First Amendment and Supplement dated as of October 15, 1976, to said conditional sale agreement, filed and recorded with the Commission pursuant to the Act on October 15, 1976, and assigned recordation number 8493-A (said conditional sale agreement, as so amended and supplemented, being hereinafter called the Conditional Sale Agreement), providing for the construction, sale and delivery by the Builder and the purchase by SSI of one hundred (100) 50'6" 70-ton capacity, general purpose, single sheath boxcars numbered MDW 9000 through MDW 9099, both inclusive (hereinafter called the Equipment);

WHEREAS the Builder has delivered and SSI has accepted the Equipment;

WHEREAS the Builder has assigned its right and interest in the Equipment and the Conditional Sale Agreement,

and its title to the Equipment, to The Bank of California, N.A. (hereinafter called the Bank), pursuant to an agreement and assignment dated as of October 15, 1976 (hereinafter called the Assignment), filed and recorded with the Commission pursuant to the Act on October 15, 1976, and assigned recordation number 8493-B;

NOW, THEREFORE, in consideration of the premises and the sum of \$ 2,688,751.26, paid to the Bank by or on behalf of SSI, the receipt and sufficiency of which are hereby acknowledged, the Bank does hereby release the Equipment from the Conditional Sale Agreement and the Assignment, does hereby release SSI from all its obligations under the Conditional Sale Agreement and the Assignment and does hereby terminate the Conditional Sale Agreement, all as of December 1, 1976.

IN WITNESS WHEREOF, the Bank has caused this instrument to be executed by its officer thereunto duly authorized, and its corporate seal to be hereunto affixed and attested by its Assistant Secretary, all as of December 1, 1976.

THE BANK OF CALIFORNIA, N.A.,

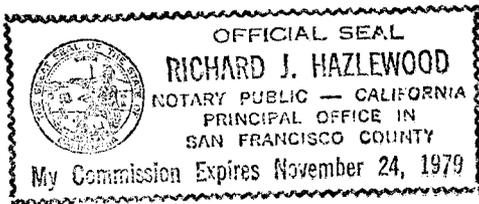
By *[Signature]*
Vice President

Attest:
[Signature]
Assistant Secretary

[Corporate Seal]

STATE OF CALIFORNIA)
)
CITY AND COUNTY OF SAN FRANCISCO,)

On this 24th day of November, 1976, before me personally appeared F.E. Nelson, to me personally known, who, being by me duly sworn, says that he is an Authorized Officer of THE BANK OF CALIFORNIA, N.A., that one of the seals affixed to the foregoing instrument is the corporate seal of said national banking association, that said instrument was signed and sealed on behalf of said national banking association 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 association.



[Notarial Seal]

Richard J. Hazlewood

Notary Public