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# CRAVATH, SWAINE & MOORE

APR 21 1977  
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NEW YORK, N.Y. 10005

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FEE OPERATION  
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APR 17 1977

April 20, 1977

RECORDATION NO. 8667-C Filed & Recorded

APR 21 1977 - 11 22 AM

INTERSTATE COMMERCE COMMISSION

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RICHARD M. ALLEN  
THOMAS R. BROME  
ROBERT D. JOFFE  
ROBERT F. MULLEN

James H. Cumples  
C. C. Cumples

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 First Pennsylvania Bank, N.A., for filing and recordation, seven counterparts of the following document:

Release dated as of April 15, 1977, by First Pennsylvania Bank, N.A.

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

First Pennsylvania Bank, N.A.,  
Center Square,  
Philadelphia, Pennsylvania 19101.

Pursuant to said Release, First Pennsylvania Bank, N.A. releases the equipment hereinafter described from a Conditional Sale Agreement dated as of January 17, 1977, as amended and supplemented by a First Amendment and Supplement dated as of January 26, 1977, between FMC Corporation and SSI Rail Corp. ("SSI") and releases SSI from its obligations under said Conditional Sale Agreement. The Conditional Sale Agreement was assigned to First Pennsylvania Bank, N.A. by FMC Corporation pursuant to an Agreement and Assignment dated as of January 26, 1977. The Conditional Sale Agreement, the First Amendment and Supplement thereto, and the Agreement and Assignment were filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on January 21, 1977, February 10, 1977, and February 10, 1977, respectively, and assigned recordation numbers 8667, 8667-A and 8667-B, respectively.

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0 Please file and record the Release referred to in this letter, assigning said Release recordation number 8667-C, and cross-index said Release under the names of First Pennsylvania Bank, N.A., FMC Corporation, SSI Rail Corp., Vermont Northern Railway Company and St. Johnsbury & Lamoille County Railroad Company.

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

Forty (40) 70-ton 50'6" Boxcars, AAR Designation XM, bearing Road Numbers VNOR 7700-VNOR 7739, both inclusive.

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

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

Very truly yours,  
*William R. Giusti*  
William R. Giusti

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

Encls.

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BY HAND

**Interstate Commerce Commission**  
**Washington, D.C. 20423**

**4/21/77**

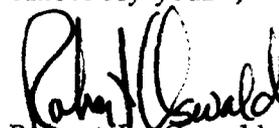
**OFFICE OF THE SECRETARY**

**William R. Giusti**  
**Cravath, Swaine & Moore**  
**One Chase Manhattan Plaza**  
**New York, N.Y. 10005**

Dear **Sir:**

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 **4/21/77** at **11:20am** and assigned recordation number(s) **8667-C & 8676-E**

Sincerely yours,

  
Robert L. Oswald  
Secretary

Enclosure(s)

SE-30  
(5/76)

APR 21 1977 - 11 20 AM

RELEASE AND TERMINATION OF CONDITIONAL SALE AGREEMENT COVERING EQUIPMENT  
 UNDER RECORDATION NO. 8667

WHEREAS FMC Corporation (hereinafter called the Builder) and SSI Rail Corp. entered into a conditional sale agreement dated as of January 17, 1977, 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 January 21, 1977, and assigned recordation number 8667, a First Amendment and Supplement dated as of January 26, 1977, to said conditional sale agreement, filed and recorded with the Commission pursuant to the Act on February 10, 1977, and assigned recordation number 8667-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 forty (40) 50'6" 70-ton capacity, general purpose, single sheath boxcars numbered VNOR 7700 through VNOR 7739, both inclusive (hereinafter called the Equipment);

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

COMMONWEALTH OF PENNSYLVANIA )  
COUNTY OF *Philadelphia* )

On this *15th* day of April, 1977, before me personally appeared *John W. Thudylke*, to me personally known, who, being by me duly sworn, says that he is an Authorized Officer of FIRST PENNSYLVANIA BANK N.A., that said instrument was signed 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 national banking association.

*Geri Barbeau McPhillips*  
Notary Public

[Notarial Seal]

**GERI BARBEAU McPHILLIPS, Notary Public**  
**Philadelphia, Philadelphia County, PA.**  
**My Commission Expires May 4, 1980**