

ITEL
CORPORATION
TRANSPORTATION SERVICES GROUP

RECORDATION NO. **9137** Filed & Recorded

DEC 27 1977 - 2 55 PM

INTERSTATE COMMERCE COMMISSION

DEC 27 1977
FEE OFFICE
T. G. GARDNER, JR.
2:55 PM

December 21, 1977

Hon. H. G. Homme
Acting Secretary,
Interstate Commerce Commission
Washington, D. C. 20423

Dear Sir:

Enclosed for filing with and recording by the Interstate Commerce Commission are six counterparts of a Conditional Sale Agreement dated as of December 19, 1977, between FMC Corporation, 200 East Randolph Drive, Chicago, Illinois, 60601, and Itel Corporation, Rail Division, Two Embarcadero Center, San Francisco, California, 94111, covering 200 general purpose boxcars (AAR Mechanical Designation XM), numbered COP 7201 to COP 7400, both inclusive. Identifying marks on the foregoing equipment: "Owned by a Bank or Trust Company under a Security Agreement filed under the Interstate Commerce Act, Section 20c".

Also enclosed is this Company's check in the amount of \$50.00, payable to the Interstate Commerce Commission, being the prescribed fee for filing and recording the foregoing Conditional Sale Agreement.

Please return all additional copies of the enclosed counterparts not required by the Interstate Commerce Commission to David Schwartz, Esq., of Sullivan and Worcester, who will be delivering this letter on our behalf.

Very truly yours,



Martin B. Goodman
Vice President-Legal Services
MDG:md
Enc.

7-381A212

DEC 27 1977

Fee \$ 50

ICG Washington, D.C.

C. O. ...
David M. Schwartz

RELEASE AND ASSIGNMENT

RECORDATION NO. 9137-A Filed & Recorded

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INTERSTATE COMMERCE COMMISSION

In consideration of \$6,601,290.00 and other valuable consideration, FMC Corporation, a Delaware corporation (the "Builder"), the Builder under a conditional sale agreement (the "Conditional Sale Agreement") with SSI Rail Corp., a Delaware corporation ("SSI"), recorded on 27 December 1977 with the Interstate Commerce Commission as recordation #9137, hereby releases and discharges SSI and IteI Corporation, a Delaware corporation ("IteI") from any and all liability or other obligation which either SSI or IteI may have under the Conditional Sale Agreement. Further, the Builder hereby assigns to IteI all of the Builder's right, title, and interest in and to 200 general service boxcars, numbers COP-7201 through and including COP-7400, which cars are covered by the Conditional Sale Agreement.

FMC CORPORATION

By: Daniel C. Smith
Daniel C. Smith
Vice President

[SEAL]
ATTEST:
Robert L. Day
Assistant Secretary

STATE OF ILLINOIS
COUNTY OF C O O K, SS:

On 27 February 1978, before me personally appeared Daniel C. Smith, to me personally known, who being by me duly sworn, says that he is the Vice President of FMC Corporation, that the seal affixed to the foregoing instrument is the corporate seal of that corporation, that said instrument was signed and sealed on behalf of that corporation by authority of its Board of Directors, and he acknowledged that the execution of that instrument was the free act and deed of that corporation.

Karen Nelson
Notary Public
My Commission Expires September 23, 1979