

SEP 15 1976 - W 20 AM

RELEASE OF ASSIGNMENT OF LEASE AND REASSIGNMENT OF LEASE

WHEREAS, UNITED STATES RAILWAY LEASING COMPANY, an Illinois corporation (hereinafter called the "Company") has heretofore borrowed the sum of \$5,000,000 from the CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, a national banking association (hereinafter called the "Bank"), which loan was evidenced by the Company's Equipment Promissory Note, Issue V (hereinafter called the "Note"); and

WHEREAS, as security for the Note the Company has heretofore assigned to the Bank all of its rights, titles and interests in and to that certain lease dated July 16, 1973 (hereinafter called the "Lease") between the Company, as lessor, and BRITISH COLUMBIA RAILWAY CO., as lessee, pursuant to that certain Assignment of Lease dated as of January 15, 1975 (hereinafter called the "Assignment"); and

WHEREAS, the Lease was recorded with the Interstate Commerce Commission on December 7, 1973 as Recordation Number 7262; and

WHEREAS, the Assignment was recorded with the Interstate Commerce Commission on February 21, 1975 as Recordation Number 7846-E; and

WHEREAS, the entire principal of and accrued interest on the Note has been paid in full, and as a consequence thereof the Company is entitled to a release of the Assignment and a reassignment of the Lease.

NOW, THEREFORE, in consideration of the premises the Bank, for itself, its successors and assigns does hereby forever release, remise, convey and set over to and unto the Company all of its rights, titles, and interests in and to the Assignment and does hereby reassign, transfer, convey and set over to and unto the Company all of its rights, titles and interests in and to the Lease.

IN WITNESS WHEREOF, CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO has caused its name to be signed hereto by its officers thereunto duly authorized and its corporate seal, duly attested, to be hereunto duly affixed all on and as of this 11th day of August, 1976.

CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO

By: [Signature]
Vice President

ATTEST:

[Signature]
Operations Officer

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

On this 11th day of August, 1976, before me personally appeared MAURICE G. FRIEDMAN and GEORGE A. GRONSKIS to me personally known, who being by me duly sworn, say that they are, respectively, the Vice President and Operations Officer of CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, a national banking association, that the seal affixed to the foregoing instrument is the corporate seal of said association, that said instrument was signed and sealed on behalf of said association by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

[Signature]
Notary Public

My Commission Expires:

MY COMMISSION EXPIRES FEBRUARY 2, 1980