

7 111A-39 86 76

CRAVATH, SWAINE & MOORE

ONE CHASE MANHATTAN PLAZA

NEW YORK, N.Y. 10005

212 HANOVER 2-3000

INTERNATIONAL TELEX: 620976

TELETYPE: 710-581-0338

TELEX: 125547

CARLYLE E. MAW
L. R. BRESLIN, JR.
HAROLD R. MEDINA, JR.
COUNSEL

4, PLACE DE LA CONCORDE
75008 PARIS, FRANCE
TELEPHONE: 265-81-84
TELEX: 290530

TERMINAL HOUSE
52, GROSVENOR GARDENS
LONDON, SW1W 0AU, ENGLAND
TELEPHONE: 01-730-5203
TELEX: 917840

CABLE ADDRESSES
CRAVATH, N. Y.
CRAVATH, PARIS
CRAVATH, LONDON S. W. 1

MAURICE T. MOORE
BRUCE BROMLEY
ROSWELL L. GILPATRICK
ALBERT R. CONNELLY
FRANK H. DETWEILER
GEORGE G. TYLER
CHARLES R. LINTON
WILLIAM B. MARSHALL
RALPH L. McAFEE
ROYALL VICTOR
ALLEN H. MERRILL
HENRY W. DEKOSMIAN
ALLEN F. MAULSBY
STEWART R. BROSS, JR.
HENRY P. RIORDAN
JOHN R. HUPPER
SAMUEL C. BUTLER
WILLIAM J. SCHRENK, JR.
BENJAMIN F. CRANE
FRANCIS F. RANDOLPH, JR.
JOHN F. HUNT, JR.
GEORGE J. GILLESPIE, III
RICHARD S. SIMMONS

WAYNE E. CHAPMAN
THOMAS D. BARR
MELVIN L. SEDRICK
GEORGE T. LOWY
ROBERT ROSENMAN
JAMES H. DUFFY
ALAN J. HRUSKA
JOHN E. YOUNG
JAMES M. EDWARDS
DAVID G. ORMSBY
DAVID J. SCHWARTZ
RICHARD J. HIEGEL
FREDERICK A. O. SCHWARZ, JR.
CHRISTINE BESHAR
ROBERT S. RIFKIND
DAVID BOIES
DAVID G. BROWNWOOD
PAUL M. DODYK
RICHARD M. ALLEN
THOMAS R. BROME
ROBERT D. JOFFE
ROBERT F. MULLEN

RECORDATION NO. 8676-K Filed & Recorded

APR 21 1977-11 20 AM

INTERSTATE COMMERCE COMMISSION

April 20, 1977

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 20, 1977, as amended and supplemented by a First Amendment and Supplement dated as of February 4, 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 February 4, 1977. The Conditional Sale Agreement, the First Amendment and Supplement thereto and the Assignment thereof were filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on January 27, 1977, February 10, 1977, and February 10, 1977, respectively, and assigned recordation numbers 8676-A, 8676-B and 8676-C, respectively. On April 14, 1977 an Assignment of Lease and Agreement dated April 11, 1977 was recorded under recordation number 8676-D.

James H. Cumber

C. Cumber

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Please file and record the Release referred to in this letter, assigning said Release recordation number 8676-E, and cross-index said Release under the names of First Pennsylvania Bank, N.A., FMC Corporation, SSI Rail Corp. and Toledo, Peoria & Western Railway Company.

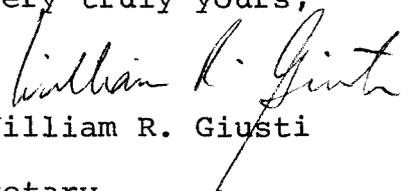
The equipment covered by the aforementioned document consists of the following:

Fifty (50) 70-ton 50'6" Boxcars, AAR Designation XM, bearing Road Numbers TPW 70101-TPW 70150, 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

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

Encls.

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BY HAND

RECORDATION NO. 8676-E Filed & Recorded

APR 21 1977-11 20 AM

RELEASE AND TERMINATION OF CONDITIONAL
SALE AGREEMENT COVERING EQUIPMENT INTERSTATE COMMERCE COMMISSION
UNDER RECORDATION NO. 8676-A

WHEREAS FMC Corporation (hereinafter called the Builder) and SSI Rail Corp. entered into a conditional sale agreement dated as of January 20, 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 27, 1977, and assigned recordation number 8676-A, a First Amendment and Supplement dated as of February 4, 1977, to said conditional sale agreement, filed and recorded with the Commission pursuant to the Act on February 10, 1977, and assigned recordation number 8676-B (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 fifty (50) 50'6" 70-ton capacity, general purpose, single sheath boxcars numbered TPW 70101 through TPW 70150, both inclusive (hereinafter called the Equipment);

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

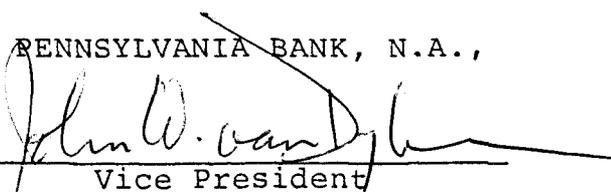
and its title to the Equipment, to First Pennsylvania Bank N.A. (hereinafter called the Bank), pursuant to an agreement and assignment dated as of February 4, 1977 (hereinafter called the Assignment), filed and recorded with the Commission pursuant to the Act on February 10, 1977, and assigned recordation number 8676-C;

NOW, THEREFORE, in consideration of the premises and the sum of \$1,271,626 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 April 15, 1977.

IN WITNESS WHEREOF, the Bank has caused this instrument to be executed by its officer thereunto duly authorized, as of April 15, 1977.

FIRST PENNSYLVANIA BANK, N.A.,

by


Vice President

COMMONWEALTH OF PENNSYLVANIA)
COUNTY OF *Philadelphia*)

On this *15th* day of April, 1977, before me personally appeared *John W. Van Dyke* 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

GERI BARBEAU McPHILLIPS, Notary Public
Philadelphia, Philadelphia County, PA.
My Commission Expires May 5, 1980

[Notarial Seal]