

Interstate Commerce Commission  
Washington, D. C.

RECORDATION NO. 8385-10 Filed & Recorded

JUN 2 1977 - 9 00 AM

Date JUN 2 1977  
Fee \$ 10

Gentlemen:

INTERSTATE COMMERCE COMMISSION

ICC Washington, D.

Enclosed for recordation under the provisions of Section 20(c) of the Interstate Commerce Act, as amended, are the original and 3 counterparts of a Release and Discharge made by Manufacturers Hanover Trust Company (the "Secured Party"), 350 Park Avenue, New York, New York 10022.

The enclosed document discharges all right, title and interest of the Secured Party in and to the following documents:

(a) The Conditional Sale Agreement dated as of June 22, 1976 between FMC Corporation (the "Builder"), 200 East Randolph Drive, Chicago, Illinois 60601 and First Security Bank of Utah, N.A., as Trustee (the "Trustee"), 79 South Main Street, Salt Lake City, Utah 84110, which was filed and recorded with the Interstate Commerce Commission on June 28, 1976 at 11:20 A.M. and assigned Recordation No. 8385;

(b) The Amendment and Restatement of Conditional Sale Agreement dated as of July 30, 1976 between the Builder and the Trustee, which was filed and recorded with the Interstate Commerce Commission on August 4, 1976 at 1:20 P.M. and assigned Recordation No. 8385-A;

(c) The Agreement and Assignment dated as of July 30, 1976 between the Builder and the Secured Party, which was filed and recorded with the Interstate Commerce Commission on August 4, 1976 at 1:20 P.M. and assigned Recordation No. 8385-C;

(d) The Assignment of Lease and Guaranty dated as of July 30, 1976 between the Trustee and the Secured Party, which was filed and recorded with the Interstate Commerce Commission on August 4, 1976 at 1:20 P.M. and assigned Recordation No. 8385-D;

(e) The Subsequent Assignment of Sublease dated as of July 30, 1976 between the Trustee and the Secured Party, which was filed and recorded with the Interstate Commerce Commission on October 15, 1976 at 11:35 A.M. and assigned Recordation No. 8385-F.

Please return the original and 14 copies of the Release and Discharge to Ronald E. Roden, Chapman and Cutler, 111 West Monroe Street, Chicago, Illinois 60603.

RECEIVED  
JUN 2 8 57 AM  
FEE OPERATION

Also enclosed is a check in the amount of \$10.00 covering the required recording fee.

Very truly yours,

MANUFACTURERS HANOVER TRUST COMPANY

By George Whitley  
Its ASSISTANT VICE PRESIDENT

SECURED PARTY AS AFORESAID

Enclosures

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

OFFICE OF THE SECRETARY

6/2/77

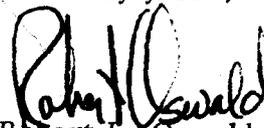
Ronald E. Roden  
Chapman & Cutler  
111 West Monroe Street  
Chicago, Illinois 60603

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 **6/2/77** at **9:00am** and assigned recordation number(s) **8385-G complete Release**

Sincerely yours,

  
Robert L. Oswald  
Secretary

Enclosure(s)

SE-30  
(5/76)

8385-19  
Filed & Recorded

JUN 2 1977 - 9 22 AM

INTERSTATE COMMERCE COMMISSION

RELEASE AND DISCHARGE

This Release and Discharge dated December , 1976, from MANUFACTURERS HANOVER TRUST COMPANY (the "Secured Party") whose principal office is at 350 Park Avenue, New York, New York to FIRST SECURITY BANK OF UTAH, N.A., as Trustee (the "Debtor") under a Trust Agreement dated as of June 22, 1976 with FMC Finance Corporation, whose principal office is at 79 South Main Street, Salt Lake City, Utah,

W I T N E S S E T H:

WHEREAS, by a Conditional Sale Agreement dated as of June 22, 1976 (the "Original Conditional Sale Agreement"), as amended and restated by an Amendment and Restatement of Conditional Sale Agreement dated as of July 30, 1976 (the "Restated Conditional Sale Agreement") [the Original Conditional Sale Agreement, as amended and restated by the Restated Conditional Sale Agreement is hereinafter referred to as the "Conditional Sale Agreement"] between the Debtor and FMC Corporation (the "Builder"), the Builder retained security title in and to certain railroad equipment (the "Equipment") more particularly described in Schedule A attached hereto as security for the payment of certain indebtedness of the Debtor payable under the Conditional Sale Agreement; and

WHEREAS, the Builder by an Agreement and Assignment dated as of July 30, 1976 (the "Agreement and Assignment") assigned all of its right, security title and interest in and to the Equipment and certain of its rights, title and interest in and to the Conditional Sale Agreement to the Secured Party; and

WHEREAS, the Debtor by an Assignment of Lease and Guaranty dated as of July 30, 1976 (the "Lease Assignment") assigned to the Secured Party all of the Debtor's right, title and interest in and to (i) that certain Lease of Railroad Equipment dated as of June 22, 1976 (the "Lease") between the Debtor, as lessor, and SSI Rail Corp. (the "Lessee"), as lessee, and (ii) that certain Guaranty Agreement dated as of June 22, 1976 (the "Guaranty") from Itel Corporation to the Debtor as security for the payment of certain indebtedness of the Debtor payable under the Conditional Sale Agreement; and

WHEREAS, the Debtor by a Subsequent Assignment of Sublease dated as of July 30, 1976 (the "Subsequent Sublease Assignment") assigned to the Secured Party all of the Debtor's right, title and interest in and to that certain Lease Agreement dated as of June 1, 1976 (the "Sublease") between the Lessee, as lessor, and The Apache Railway Company, as lessee, as security for the payment of certain indebtedness of the Debtor payable under the Conditional Sale Agreement; and

WHEREAS, the Original Conditional Sale Agreement has been filed with and recorded by the Interstate Commerce Commission on June 28, 1976 at 11:20 A.M. pursuant to Section 20c of the Interstate Commerce Act and has been assigned Recordation No. 8385; and

WHEREAS, the Restated Conditional Sale Agreement, the Agreement and Assignment and the Lease Assignment have each been filed with and recorded by the Interstate Commerce Commission on August 4, 1976 at 1:20 P.M. pursuant to Section 20c of the Interstate Commerce Act and have been assigned Recordation Nos. 8385-A, 8385-C and 8385-D, respectively; and

WHEREAS, the Subsequent Sublease Assignment has been filed with and recorded by the Interstate Commerce Commission on October 15, 1976 at 11:35 A.M. pursuant to Section 20c of the Interstate Commerce Act and has been assigned Recordation No. 8385-F; and

WHEREAS, the Debtor has well and truly performed all of the covenants and conditions on its part to be performed under the Conditional Sale Agreement, the Lease Assignment and the Subsequent Sublease Assignment including all payments of indebtedness of the Debtor required to be made to the Secured Party;

NOW, THEREFORE, in consideration of the premises and of the sum of \$1.00 and other good and valuable consideration, the receipt whereof is hereby acknowledged, the Secured Party hereby releases and relinquishes any and all right, title and interest of the Secured Party in and to the Equipment arising through or under the Conditional Sale Agreement and/or the Agreement and Assignment, in and to the Lease and the Guaranty arising through or under the Lease Assignment, and in and to the Sublease arising through or under the Subsequent Sublease Assignment and authorizes this Release and Discharge to be filed with and recorded by the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act in order to discharge all right, title and interest of the Secured Party in and to the Original Conditional Sale Agreement, the Restated Conditional Sale Agreement, the Agreement and Assignment, the Lease Assignment and the Subsequent Sublease Assignment and to satisfy the same of record.

IN WITNESS WHEREOF, the Secured Party has caused this instrument to be executed as of the date and year first above written.

MANUFACTURERS HANOVER TRUST COMPANY

By George Whigley  
Its ASSISTANT VICE PRESIDENT

Secured Party

(Corporate Seal)

Attest:  
Michael P. Zall

Assistant Secretary



DESCRIPTION OF EQUIPMENT

<u>Type</u>	<u>Quantity</u>	<u>Lessee's or Sublessee's Road Numbers (Both Inclusive)</u>
70-ton boxcars (FMC Corporation specification #17774, revision #3, dated June 9, 1976.)	100	APA 1850-1949*
100-ton boxcars (FMC Corporation, specification #17775)	100	APA 1700-1799*

\* Road Number of The Apache Railway Co.

SCHEDULE A  
(to Release and Discharge)