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ROSENTHAL AND SCHANFIELD
PROFESSIONAL CORPORATION

8885-A
\$ 10

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RECORDATION NO. 8885-A
Filed & Recorded 7 091A088
APR 1 1987 4:30 PM
INTERSTATE COMMERCE COMMISSION
No.
Date APR. 1... 1987.....
Fee \$ 10.00

ICC Washington, D. C.

March 30, 1987

Secretary, Interstate
Commerce Commission
Washington, D.C.

RE: Release and Discharge Agreement dated
March 30, 1987 between Transit Holding,
Inc. (formerly B.A. Lease Assets, Inc.)
(Vendee) and Continental Illinois National
Bank and Trust Company of Chicago (Vendor)

100 OFFICE OF
THE SECRETARY
APR 1 4 21 PM '87
MOTOR OPERATING UNIT

Dear Secretary:

Pursuant to 49 U.S.C. Section 11303 and the
rules and regulations promulgated thereunder, as amended,
we hand you herewith for filing two fully-executed coun-
terparts and three copies of that certain Release and
Discharge Agreement dated as of March 30, 1987. The parties
to the Agreement are:

Vendor: Continental Illinois
National Bank and Trust
Company of Chicago
231 South LaSalle Street
Chicago, Illinois 60693
Attn: Corporate Trust
Department

Releasee: Transit Holding, Inc.
(formerly B.A. Lease
Assets, Inc.)
Bank of America Center
Leasing Department 656
Post Office Box 37070
San Francisco, Ca. 94137

Ch. Karpman
Conducted

ROSENTHAL AND SCHANFIELD

Secretary, Interstate
Commerce Commission

March 30, 1987
Page Two

A list of the equipment covered by the Release and Discharge Agreement is attached hereto as Schedule 1.

The enclosed Release and Discharge Agreement relates to that certain Conditional Sale Agreement dated as of April 15, 1977 and Assignment of Lease and Agreement dated as of April 15, 1977, and both recorded with the Interstate Commerce Commission on July 15, 1977 as ICC Recordation Numbers 8885 and 8884-A, respectively. Accordingly, we request that the Release and Discharge Agreement be filed as a subfiling under those numbers.

Enclosed herewith is a check in the amount of \$10.00 in payment of the applicable recording fees.

Since these documents are being delivered to you by hand, we would appreciate it if you would return to the bearer the duly-stamped counterparts of the Release and Discharge Agreement not required to be kept by you, or if it is not possible to return them to the bearer, send them to Ms. Mary K. Prus, Rosenthal and Schanfield, 55 East Monroe Street, Suite 4620, Chicago, Illinois 60603.

Very truly yours,

ROSENTHAL AND SCHANFIELD



Mary K. Prus

MKP:rjc
Enclosures

ANNEX A TO CONDITIONAL SALE AGREEMENT

Equipment

<u>Builder</u>	<u>Description</u>	<u>Specifica- tions</u>	<u>Quantity</u>	<u>Serial Numbers (Both Inclusive)</u>	<u>Month of Delivery</u>
Union Tank Car Company	100-ton 17,500 Gallon Capacity Tank Cars	NA-11	7	16850-16852. 16866. 16868. 16873. 16875	May- June 1977
	100-ton 23,650 Gallon Capacity Tank Cars	NA-13	85	76758-76842	May- June 1977
	100-ton 25,000 Gallon Capacity Tank Cars	NA-16	9	25252. 25255- 25256. 25258- 25263	June 1977
North American Car Corporation	100-ton 34,000 Gallon Capacity Tank Cars	2257	10	35389-35398	May- June 1977
	5,750 Cu. Ft. Capacity Covered Hopper Cars	HC-163	7	58701-58707	May- June 1977
	4,000 Cu. Ft. Capacity P. D. Covered Hopper Cars	BM4-26	16	99861-99865. 99869-99874. 99895-99899	May- June 1977

RECORDATION NO. 8885-A Filed & Recorded
APR 1 1987 4-30 PM
INTERSTATE COMMERCE COMMISSION

RELEASE AND DISCHARGE AGREEMENT dated March 31, 1987 between TRANSIT HOLDING, INC. (formerly named B.A. Lease Assets, Inc.), a Delaware corporation ("Vendee") and CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO ("Vendor").

I N T R O D U C T I O N

Vendor and Vendee entered into a Conditional Sale Agreement dated as of April 15, 1977 (the "Agreement") recorded by the Interstate Commerce Commission (the "ICC") on July 15, 1977 (Recordation No. 8885). Vendee also entered into an Assignment of Lease and Agreement with Vendor dated as of April 15, 1977, recorded by the ICC on July 15, 1977 as (Recordation No. 8884-A) (the "Assignment") relating to certain railcars described therein. Lessor and Lessee have agreed to terminate the Agreement and the Assignment and wish to release and discharge the Agreement and the Assignment on the records of the ICC.

ACCORDINGLY, Vendor and Vendee agree that the Agreement and the Assignment are hereby released and discharged.

TRANSIT HOLDING, INC.

CONTINENTAL ILLINOIS NATIONAL
BANK AND TRUST COMPANY
OF CHICAGO

By [Signature]
Title VICE PRESIDENT

By [Signature]
Title _____

STATE OF CALIFORNIA
CITY AND COUNTY OF SAN FRANCISCO

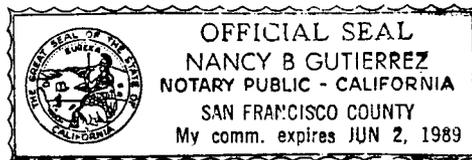
On this 25th day of March 1987 before me personally appeared Roger Duncan to me personally known, who, being by me duly sworn says that he is a Vice President of TRANSIT HOLDING, INC., a Delaware corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation 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 corporation.

Nancy B. Gutierrez
Notary Public

My Commission Expires June 2, 1989

[NOTARIAL SEAL]

STATE OF ILLINOIS
COUNTY OF COOK



On this 30th day of MARCH 1987 before me personally appeared Richard L. Lavanway to me personally known, who, being by me duly sworn says that he is a VICE PRESIDENT of CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, a national banking association, that one of the seals affixed to the foregoing instrument is the corporate seal of said national bank and that said instrument was signed and sealed on behalf of said national bank 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 bank.

V. W. [Signature]
Notary Public

My Commission expires My Commission Expires July 31, 1988

[NOTARIAL SEAL]