

LAW OFFICES  
**ROSENTHAL AND SCHANFIELD**  
PROFESSIONAL CORPORATION

8999-J  
\$10

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TELEPHONE 312-236-5622  
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*Labels*  
37

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RECORDATION NO. 8999 Filed & Recorded

APR 1 1987 4-3 0 PM

INTERSTATE COMMERCE COMMISSION

No. 7 091A087  
Date APR 1 1987  
Fee \$ 10.00

ICC Washington, D. C.

2

March 30, 1987

Secretary, Interstate  
Commerce Commission  
Washington, D.C.

RE: Release and Discharge Agreement  
dated March 30, 1987 by and between  
Bamerilease, Inc. (Vendee) and  
Continental Illinois National Bank  
and Trust Company of Chicago (Vendor)

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

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 counterparts 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

Vendee: Bamerilease, Inc.  
Bank of America Center  
Leasing Department 656  
Post Office Box 37070  
San Francisco, Ca. 94137

*Handwritten signature/initials on the left margin.*

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.

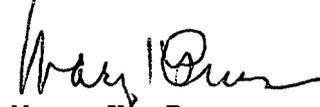
The enclosed Release and Discharge Agreement relates to that certain Assignment of Lease and Agreement dated July 17, 1977, as amended, and Conditional Sale Agreement dated as of July 1, 1977, as amended, both originally recorded with the Interstate Commerce Commission on September 16, 1977 as ICC Recordation Numbers 8999-A and 8999-B, 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>Manufacturer</u>	<u>Description</u>	<u>Quantity</u>	<u>Serial Numbers (Inclusive)</u>	<u>Month of Delivery</u>	<u>Specification</u>
Union Tank Car Company	100-ton 25,000 Gallon Capacity Tank Cars	22	25251, 25253, 25254, 25257, 25264-25281	July- August, 1977	NA-16
	100-ton 20,000 Gallon Capacity Tank Cars	60	72251-72310	August- Sept., 1977	NA-12
	100-ton 23,000 Gallon Capacity Tank Cars	170	76843-77012	Sept.- Dec., 1977	NA-13
Greenville Steel Car Company	3,000 Cu. Ft. Capacity Covered Hopper Cars	100	36075-36174	Sept.- Oct., 1977	L-2011-A
	5,750 Cu. Ft. Capacity Covered Hopper Cars	20	58731-58750	Sept., 1977	D-3388
North American Car Corporation	70-ton 10,000 Gallon Capacity Tank Cars	2	11817-11818	July, 1977	2254
	100-ton 34,000 Gallon Capacity Tank Cars	60	33342-33401	Oct.- Dec., 1977	2273
	5,750 Cu. Ft. Capacity Covered Hopper Cars	23	58708-58730	July- Oct., 1977	HC-163
	4,000 Cu. Ft. Capacity P.D. Covered Hopper Cars	24	99857, 99866-99868, 99875-99894	July- Aug., 1977	BM4-26
	4,000 Cu. Ft. Capacity P.D. Covered Hopper Cars	25	99900-99924	Sept.- Dec., 1977	BM4-31
	4,000 Cu. Ft. Capacity P.D. Covered Hopper Cars	19	99925-99943	Sept.- Dec., 1977	BM4-32
	3,000 Cu. Ft. Capacity P.D. Covered Hopper Cars	25	93560-93584	Aug.- Sept., 1977	BM3-28
	3,000 Cu. Ft. Capacity P.D. Covered Hopper Cars	25	93585-93609	Sept., 1977	BM3-29
	3,000 Cu. Ft. Capacity P.D. Covered Hopper Cars	25	93610-93634	Sept.- Oct., 1977	BM3-30

TOTALS

600

ADDED By E 9 99 - C

ANNEX A

<u>Manufacturer</u>	<u>Description</u>	<u>Quantity</u>	<u>Serial Numbers (inclusive)</u>	<u>Unit Base Price</u>	<u>Total Base Price</u>	<u>Month of Delivery</u>	<u>Specification</u>
North American Car Corporation	4000 Cu Ft Capacity PD Covered Hoppers	6	99944- 99949	\$ 45,000	\$ 270,000	Dec. 1977	EM4-32
North American Car Corporation	4000 Cu Ft Capacity PD Covered Hoppers	25	99950- 99974	45,000	1,125,000	Dec. 1977	EM4-33
North American Car Corporation	100-ton 34,000 Gal. Capacity Tank Cars	10	33402- 33411	43,000	430,000	Dec. 1977	2273
Union Tank Car Corporation	100-ton 17,000 Gal. Capacity Tank Cars	25	17600- 17624	32,500	812,500	Dec. 1977	NA-11
Union Tank Car Corporation	100-ton 21,000 Gal. Capacity Tank Cars	2	24327- 24328	35,500	71,000	Dec. 1977	NA-122
North American Car Corporation	3000 Cu Ft Capacity PD Covered Hoppers	13	93635- 93647	37,000	481,000	Dec. 1977	EM3-33
Union Tank Car Corporation	100-ton 23,000 Gal. Capacity Tank Cars	1	77013	37,500	37,500	Dec. 1977	NA-13

SCHEDULE I (cont'd.)

RECORDATION NO. 8999  
APR 1 1987 4-8 0 PM  
INTERSTATE COMMERCE COMMISSION  
Filed & Recorded

RELEASE AND DISCHARGE AGREEMENT dated March 30, 1987 between BAMERILEASE, 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 July 1, 1977 recorded by the Interstate Commerce Commission (the "ICC") on September 16, 1977 (Recordation No. 8999-B) as amended by an Amendment Agreement dated as of December 15, 1977 recorded by the ICC on January 17, 1978 (Recordation No. 8999-E) and by an Amendment to Conditional Sale Agreement dated March 20, 1978, recorded by the ICC on June 2, 1978 (Recordation No. 8999-F). Vendee also entered into an Assignment of Lease and Agreement with Vendor dated July 1, 1977, recorded by the ICC on September 16, 1977 (Recordation No. 8999-A), as amended by Amendment Agreement (Assignment of Lease and Agreement) dated December 15, 1977 recorded by the ICC on January 17, 1978 (Recordation No. 8999-D) and by an Amendment Agreement (Assignment of Lease and Agreement) dated March 20, 1978 recorded by the ICC on June 2, 1978 (Recordation No. 8999-H)(collectively, the "Assignment"). Vendor and Vendee 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.

BAMERILEASE, INC.

CONTINENTAL ILLINOIS NATIONAL  
BANK AND TRUST COMPANY  
OF CHICAGO

By [Signature]  
Title VICE PRESIDENT

By [Signature]  
Title VICE PRESIDENT

STATE OF CALIFORNIA  
CITY AND COUNTY OF SAN FRANCISCO

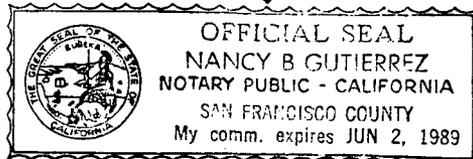
On this 25th day of March 1987 before me personally appeared Roger Duncan to me personally known, who, being by me duly sworn says that he is a Vice President of BAMERILEASE, INC., a Delaware corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation 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 1988 before me personally appeared Richard L. LaVarnway 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. Way  
Notary Public

My Commission expires My Commission Expires July 31, 1988

[NOTARIAL SEAL]