

10870-A
\$10

LAW OFFICES

ALVORD AND ALVORD

200 WORLD CENTER BUILDING
918 SIXTEENTH STREET, N.W.
WASHINGTON, D.C.
20006-2973

(14)

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD*
CARL C. DAVIS*
CHARLES T. KAPPLER
JOHN H. DOYLE*
GEORGE JOHN KETO*
MILTON C. GRACE*
JAMES C. MARTIN, JR.*

OF COUNSEL
JESS LARSON
JOHN L. INGOLDSBY
URBAN A. LESTER

CABLE ADDRESS
"ALVORD"

TELEPHONE
AREA CODE 202
393-2266

TELEX
440367 A AND A

*NOT A MEMBER OF D.C. BAR
*ALSO ADMITTED IN NEW YORK
*ALSO ADMITTED IN OHIO
*ALSO ADMITTED IN MARYLAND

RECORDATION NO. 10870-A Filed & Recorded No. 7-076A079
MAR 17 1987 3-25 AM MAR 17 1987

INTERSTATE COMMERCE COMMISSION

ICC Washington, D.C.

MAR 17 3 37 PM '87
MOTOR OPERATING UNIT
ICC OFFICE OF THE SECRETARY

Ms. Noretta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C.

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. §11303(a) is a Release Agreement dated as of ~~March~~ ^{February 17,} 1987, a secondary document, which relates to a Security Agreement dated as of August 15, 1979, filed and recorded on October 9, 1979 and assigned Recordation Number 10870.

The names and addresses of the parties executing the enclosed document are:

Debtor: American Leasing Investors
733 Third Avenue
New York, New York 10017

Secured Party: Harriscorp Leasing, Inc.
111 West Monroe Street
Chicago, Illinois 60690

A description of the railroad equipment covered by the enclosed document is one hundred twenty-six (126) 100-ton, 4650 cubic foot capacity, National Steel Car Corporation steel tank hopper cars marked HLMX 14100 through HLMX 14164, NOKL 14165 through NOKL 14168, NOKL 14170 through NOKL 14188, NOKL 14190 through NOKL 14215, and NOKL 14217 through NOKL 14228 (formerly in the series WAR 14100 through WAR 14229).

Also enclosed is a check in the amount of \$10 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

February 17,

Charles T. Kappler

WILLIAM WALKER
WILLIAM WALKER

WILLIAM WALKER

WILLIAM WALKER

WILLIAM WALKER

WILLIAM WALKER

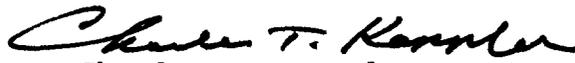
Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Page Two

Kindly return the stamped copies of the enclosed document not needed for your files to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

A short summary of the enclosed secondary document to appear in the Commission's Index is:

Release Agreement dated as of March , 1987 covering one hundred twenty-six (126) steel tank hopper cars marked HLMX 14100 through HLMX 14164, NOKL 14165 through NOKL 14168, NOKL 14170 through NOKL 14188, NOKL 14190 through NOKL 14215, and NOKL 14217 through NOKL 14228 (formerly in the series WAR 14100 through WAR 14229).

Very truly yours,


Charles T. Kappler

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

3/17/87

OFFICE OF THE SECRETARY

Charles T. Kappler
Alvord & Alvord
918 16th St. N.W.
Washington, D.C. 20423

Dear
Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3/17/87 at 3:25pm, and assigned re-
recording number(s).]4642-B]4643-A,]]326-A,]0870-A,]0825-B,]0826-C

Sincerely yours,

Noreta R. McGehee
Secretary

Enclosure(s)

SE-30
(7/79)

RECORDATION NO. 10870-A Filed & Recorded

RELEASE AGREEMENT

MAR 17 1981 3-2 5 AM

THIS RELEASE AGREEMENT dated as of February 17, 1987 is between American Leasing Investors, a California limited partnership (the "Debtor"), whose post office is c/o Integrated Resources, Inc., 295 Madison Avenue, New York, New York 10017 and Harriscorp Leasing, Inc. (the "Secured Party"), whose post office address is 111 West Monroe Street, Chicago, Illinois 60690.

INTERSTATE COMMERCE COMMISSION

RECITALS:

A. The Debtor and the Secured Party have entered into a Loan Agreement dated as of August 15, 1979 (the "Loan Agreement") pursuant to which the Secured Party made a loan to the Debtor evidenced by the 12% Secured Note due 1979-1989 (the "Note") of the Debtor.

B. Pursuant to a Security Agreement dated as of August 15, 1979 (the "Security Agreement") from the Debtor to the Secured Party, the Debtor secured payment of the loan evidenced by the Note by conveying, warranting, mortgaging, assigning, pledging and granting to the Secured Party a security interest in the items of railroad rolling stock (the "Equipment") more fully described in Schedule A attached hereto and made a part hereof and in the Lease Documents (the "Lease Documents") more fully described in Schedule B attached hereto and made a part hereof.

C. The Debtor and the Secured Party now desire to cancel and release the security interest in the Equipment and the Lease Documents, cancel the Note and terminate the Loan Agreement and Security Agreement.

D. The Security Agreement was filed at the Interstate Commerce Commission and recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. §11303 on October 9, 1979 at 12:30 p.m. and assigned Recordation No. 10870.

NOW, THEREFORE, the Debtor and the Secured Party hereby agree that the lien and security interest of the Security Agreement in the Equipment and the Lease Documents is hereby released.

IN WITNESS WHEREOF, the Debtor and the Secured Party have executed this Release Agreement as of the 16th day of March, 1987.

AMERICAN LEASING INVESTORS,
as Debtor

By: ALI Management Corp.
Managing General Partner

By Walter H. Hinton
Its V.P.

ATTEST:
Ronna Balt
Witness

HARRISCORP LEASING INC., as
Secured Party

By W. F. Johnson
Its V. P. & Mgr

ATTEST:
Elizabeth Mays
Witness

STATE OF NEW YORK)
) SS
COUNTY OF NEW YORK)

On this 10th day of March, 1987, before me personally appeared Walter Dinter to me personally known, hereto by me duly sworn, says that he is a V.P. of ALI MANAGEMENT CORP., which is the Managing General Partner of American Leasing Investors, a California limited partnership, and that the foregoing instrument was duly signed by him on behalf of said partnership by authority of its Managing General Partner; and said V.P. acknowledged before me that he executed the same as his free act and deed and the free act and deed of said partnership.

Rhonda Klein

[NOTARIAL SEAL]

RHONDA KLEIN
NOTARY PUBLIC, State of New York
No. 41-4848392
Qualified in Queens County
Certificate filed in New York County
Commission Expires March 30, 1987

My Commission expires: 3/30/87

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 16 day of MARCH, 1987, before me personally appeared W.L. Johnson to me personally known, hereto by me duly sworn, says that he is a VP & GM of HARRISCORP LEASING, INC., and that the foregoing instrument was duly signed by him on behalf of said corporation by authority of the Board of Directors of said corporation; and said VP & GM acknowledged before me that he executed the same as his free act and deed and the free act and deed of said corporation.

M.B. Gaines

[NOTARIAL SEAL]

My Commission expires: _____

"OFFICIAL SEAL"
M. B. Gaines
Notary Public, State of Illinois
My Commission Expires 12/19/90

NOTARY PUBLIC
STATE OF ILLINOIS
M. B. GAINES
COMM. EXPIRES 12/31/20

NOTARY PUBLIC
STATE OF ILLINOIS
M. B. GAINES
COMM. EXPIRES 12/31/20

DESCRIPTION OF EQUIPMENT

<u>Number of Items</u>	<u>Description</u>	<u>Identifying Mark and Numbers</u>
126	100-ton 4,650 cubic feet capacity, Steel Tank Hopper Cars manufactured in 1979 by National Steel Car Corporation, Limited	HLMX 14100-14164 inclusive and NOKL 14165-14168 14170-14188 14190-14215 14217-14228 (Formerly marked WAR 141100-14229)

DESCRIPTION OF LEASE DOCUMENTS

Assignment of Cargill, Incorporated Agreements executed as of September 13, 1979 between Brae Corporation ("Brae") and American Leasing Investors ("ALI").

Assignment of Railroad Lease Agreement executed as of September 13, 1979 between Brae and ALI.

Railroad Lease Agreement dated as of July 17, 1979 between Brae and Warrenton Railroad Company.

Agreement, dated August 20, 1979 between Cargill, Incorporated and Brae.

Shipper Full Service Lease Agreement dated August 20, 1979 between Cargill, Incorporated and Brae.

Restated Agreement, dated September 18, 1979 between ALI and Brae Railcar Management, Inc.

Railcar Operating Lease Agreement dated October 22, 1984 between ALI and Northwestern Oklahoma Co.

Railcar Operating Lease Agreement dated October 5, 1984 between ALI and Cargill, Incorporated.