

Union Tank Car Company



111 West Jackson Boulevard
Chicago, Illinois 60604

Direct Tel No.:

Arthur B. Hillman
Secretary and
Assistant General Counsel

RECORDATION NO. 12401-F Filed 1425

DEC 24 1981 - 10 20 AM
INTERSTATE COMMERCE COMMISSION

1-258A028

No.

Date DEC 24 1981

Fee \$ 10.00

December 28, 1981

Washington, D.C.

Interstate Commerce Commission
12th and Constitutional Avenue
Washington, D.C. 20423

Re: Filing of Release -
Recordation No. 12401-

Gentlemen:

This refers to the Loan and Security Agreement (Series E) (the "Agreement") dated as of November 1, 1980, between Union Tank Car Company, 111 West Jackson Boulevard, Chicago, Illinois 60604 (the "Company") and Manufacturers Hanover Trust Company, 350 Park Avenue, New York, New York 10022 (the "Bank"). The Agreement was filed with your office on November 12, 1980, and assigned recordation number 12401.

The Company has prepaid in full the Note issued pursuant to the Agreement and, in accordance with the terms of the Agreement, the Bank has agreed to release all of the collateral from the lien of the Agreement.

Enclosed for recordation is an original and two certified counterparts of a Release dated as of December 28, 1981, which relates to the railroad cars listed in Schedule A attached to the Agreement. The Release is included herewith for recordation to clearly indicate of record that the Bank has assigned to the Company all of its right, title and interest in and to such railroad cars and that the Bank has released such railroad cars from any encumbrance with respect thereto in favor of the Bank.

We enclose herewith our check in the amount of \$10 payable to the Interstate Commerce Commission to cover the recordation fees.

Please return the original copy of the Release to the undersigned.

Very truly yours,

ABH:caw
Enclosures

*This is
12401-F
Full Release*

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STATE OF ILLINOIS)
) SS.
COUNTY OF LAKE)

DEC 24 1981 -10 20 AM
INTERSTATE COMMERCE COMMISSION

C E R T I F I C A T E

The undersigned, Carol A. Westberg, a Notary Public in and for said County, states that she compared the attached copy of the Release dated the 28th day of December, 1981, from Manufacturers Hanover Trust Company to Union Tank Car Company with the original document, and certifies that it is a true and correct copy in all respects.

IN WITNESS WHEREOF, the undersigned has hereunto affixed her signature and notarial seal that 28th day of December, 1981.

Carol A. Westberg
Notary Public

My Commission Expires:
8/18/82

RELEASE

REGISTRATION NO. 12401-F
DEC 24 1981 - 10 23 AM
INTERSTATE COMMERCE COMMISSION

This Release is executed as of the 28th day of December, 1981, by Manufacturers Hanover Trust Company, a New York banking corporation having its principal place of business at 350 Park Avenue, New York, New York 10022 (the "Bank") in connection with the Loan and Security Agreement dated as of November 1, 1980 (Series E) (the "Agreement") between the Bank and Union Tank Car Company, a Delaware corporation having its principal place of business at 111 West Jackson Boulevard, Chicago, Illinois 60604.

1. Purpose. Pursuant to the provisions of the Agreement, which was recorded with the Interstate Commerce Commission on November 12, 1980, and assigned recordation number 12401, the Company has granted to the Bank a security interest in certain rail cars (such cars being hereinafter referred to as the "Equipment"), to and in favor of the Bank to secure the payment of the note issued under the Agreement. As provided for in Section 2.09 of the Agreement, the Company has prepaid in full the Equipment Note issued under the Agreement and, as provided for in Section 3.03 of the Agreement, has requested that all of the Collateral be released from the security interest created by the Agreement. The purpose of this Release is to clearly indicate of record that the Bank has no further interest in the Equipment listed on Schedule A attached to the Agreement, as amended, it being the intent of the Bank to release all such units of Equipment from any encumbrance of the Bank.

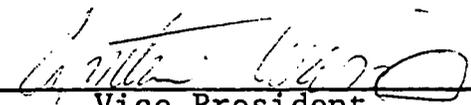
2. Release. The Bank hereby certifies that it has assigned to the Company all of its right, title and interest in and to all of the Equipment more fully described in Schedule A to the Agreement, as amended, and that it hereby releases such Equipment from any encumbrance with respect thereto in favor of the Bank.

IN WITNESS WHEREOF, the Bank has caused this Release to be executed and its corporate seal to be hereunto affixed by its duly authorized officers as of the date first above written.

MANUFACTURERS HANOVER TRUST COMPANY

(SEAL)

By


Vice President

ATTEST:



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

On this 21st day of December, 1981, before me personally appeared CYNTHIA WARRICH, to me personally known, who being by me duly sworn, says that she is a Vice President of MANUFACTURERS HANOVER TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said Bank, that said instrument was signed and sealed on behalf of said 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 Bank.

John F. Richards
Notary Public

My Commission expires:

3/30/83

(Notarial Seal)

JOHN F. RICHARDS
Notary Public, State of New York
No. 43-4502837
Qualified in Richmond County
Commission Expires March 30, 1983