

Household Commercial  
Financial Services, Inc.  
A Household International  
Company

2700 Sanders Road  
Prospect Heights, IL 60070  
708. 564 5000

0100950013

RECORDATION NO. 11881-D  
FILED 1425

JAN 30 1996 12 20 PM

INTERSTATE COMMERCE COMMISSION

HOUSEHOLD  COMMERCIAL

January 25, 1996

Interstate Commerce Commission  
12th Street & Constitution Avenue  
Washington, DC 20423

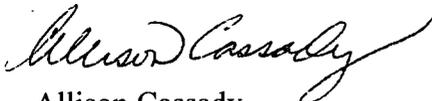
Dear Gentlemen:

Please find attached, in duplicate, a Release of Security Interest and Assignment of Lease, a Release of Lease, notary pages and equipment lists.

Please file the enclosed documents to release Consumers Power Company's interest in the referenced equipment.

If you have any questions, please do not hesitate to contact me.

Sincerely,



Allison Cassady  
Sr. Contract Administrator  
Tel: (847)564-7979  
Fax: (847) 205-7411

Enclosures

RECEIVED  
JAN 30 12 16 PM '96  
OFFICE OF SECRETARY  
ICC

Counterparts - W. Layton



Interstate Commerce Commission  
Washington, D.C. 20423-0001

1/30/96

Office Of The Secretary

Allison Cassady  
Sr. Contract Administrator  
Household Commercial Financial Services, Inc.  
2700 Sanders Road  
Prospect Heights, Illinois 60070

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/30/96 at 12:20PM, and assigned recordation number(s). 11881- D.

Sincerely yours,

Vernon A. Williams  
Secretary

Enclosure(s)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

JAN 30 1996 -12 20 PM

RELEASE OF SECURITY INTEREST AND ASSIGNMENT OF LEASE  
INTERSTATE COMMERCE COMMISSION

Unless the context otherwise requires, capitalized terms used herein have the respective meanings assigned to them in the Security Agreement (the "Security Agreement"), dated as of May 15, 1980, by and between, Mercantile-Safe Deposit and Trust Company, a Maryland banking corporation, now succeeded by Bank of New York, a New York banking corporation, as Agent ("Agent"), and Continental Illinois National Bank and Trust Company of Chicago, a national banking association, now succeeded by First Trust of Illinois, National Association, a national banking association, as Trustee ("Original Trustee").

The Security Agreement was recorded with the Interstate Commerce Commission ("ICC") on June 9, 1980 and assigned ICC recordation number 11882. The Assignment of Lease and Agreement (the "Assignment of Lease"), dated as of May 15, 1980, by and between Agent and Original Trustee was recorded with the Interstate Commerce Commission ("ICC") on June 9, 1980 and assigned ICC recordation number 11881A.

Agent hereby acknowledges, for the benefit of Original Trustee and its successors and assigns, (i) payment in full of the principal, interest and premium, if any, on all of the Notes, (ii) payment of all other sums payable to Agent or the holders of the Notes pursuant to the Note Purchase Agreement (the "Note Purchase Agreement"), dated as of May 15, 1980, by and among Thirteenth HFC Leasing Corporation, a Delaware corporation, HFC Leasing, Inc., a Delaware Corporation, Connell rice & Sugar Co., a New Jersey corporation, Original Trustee, Canadian Imperial Bank of Commerce, a federally chartered Canadian bank and Agent, and any other documents contemplated by the Note Purchase Agreement and (iii) the performance by Lessor of all of its obligations under the Note Purchase Agreement, the Security Agreement and the Assignment of Lease. Agent also agrees that no default or event of default under the Security Agreement, as defined in Section 5.1 thereof, has occurred and is continuing.

Agent hereby releases the Security Agreement, dated as of May 15, 1980, by and between Original Trustee and Agent and hereby releases its security interest in the Equipment, and releases all other property, rights and privileges included as part of the Collateral, and reassigns the same to Original Trustee, its successors and assigns. Agent hereby releases the Assignment of Lease, dated as of May 15, 1980, by and between Original Trustee and Agent and hereby releases all of its estate, right, title and interest in and to the Lease and reassigns the same to Original Trustee, its successors and assigns.

Agent has not assigned its interest in the Security Agreement or the Collateral or the Assignment of Lease. As of the date hereof, the Security Agreement and the Assignment of Lease will terminate and will be of no further force or effect. This Release of Security Interest and Assignment of Lease has been executed by a duly authorized officer of Agent, and Agent has obtained all consents and approvals which may be required by the Security Agreement or the Assignment of Lease to the delivery hereof.

This Release of Security Agreement and Assignment of Lease will be filed and recorded with the ICC pursuant to the provisions of 49 U.S.C. Section 11303.

Date January 19, 1996

Bank of New York

By PSJ  
Name: PAUL J. SCHMALZEL  
Title: Assistant Treasurer

(FE TO N)

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Return To:  
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STATE OF \_\_\_\_\_ )  
 ) SS:  
CITY AND COUNTY OF \_\_\_\_\_ )

On this 19th day of JANUARY, 1996, before me, personally appeared Paul J. Schmalzer, to me personally known, who being by me duly sworn, says that he is a ASSISTANT TREASURER of Bank of New York, that said instrument was signed and sealed on JANUARY 19, 1996, on behalf of said New York banking corporation by authority of its Assistant Treasurer; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said New York banking corporation.

William J. Casells  
Notary Public

[NOTARY SEAL]

My Commission Expires: \_\_\_\_\_

WILLIAM J. CASSELLS  
Notary Public, State of New York  
No. 01CA5027729  
Qualified in Bronx County  
Certificate Filed in New York County  
Commission Expires May 16, 1996



**RELEASE OF LEASE**

Unless the context otherwise requires, capitalized terms used herein have the respective meanings assigned to them in the Railcar Lease Agreement (the "Lease"), dated as of May 15, 1980, by and between the undersigned, Consumer Power Company, a Michigan corporation, as Lessee and Continental Illinois National Bank and Trust Company of Chicago, a national banking association, now succeeded by Bank of America National Trust and Savings Association, a national banking association, as Trustee ("Original Trustee") under that certain Trust Agreement, dated as of May 15, 1980 ( as supplemented to date, the "Trust Agreement"), by and between Original Trustee and Thirteenth HFC Leasing Corporation, a Delaware corporation ("Owner").

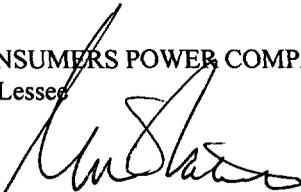
The Lease was filed with the Interstate Commerce Commission ("ICC") on June 9, 1980 and assigned ICC recordation number 11881.

The undersigned, Consumer Power Company, a Michigan corporation, as Lessee under the Lease ("Lessee"), hereby acknowledges and agrees that the leasehold interest of Lessee in and to the Equipment described on Exhibit 1 attached hereto (such Equipment, the "Units") under the Lease has been terminated, as of January 2, 1996. Lessee further acknowledges and agrees that Lessee has no remaining rights in or to such Units under the Lease, including, without limitation, any renewal rights or rights of first refusal.

This Release of Lease will be filed and recorded with the ICC pursuant to the provisions of 49 U.S.C. Section 11303.

Date 1/12/96

CONSUMERS POWER COMPANY,  
the Lessee

BY: 

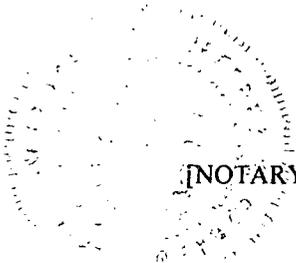
Name: M. R. Walicki

Title: Vice President Finance

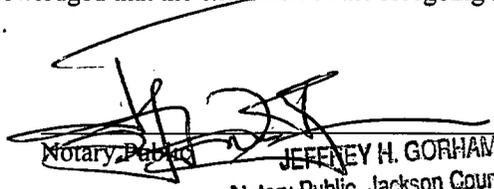
STATE OF MICHIGAN )  
 )  
CITY AND COUNTY OF JACKSON )

SS:

On this 12<sup>th</sup> day of January, 1996, before me, personally appeared M. R. Walicki, to me personally known, who being by me duly sworn, says that he is a V. P. Finance of CONSUMERS POWER COMPANY, that said instrument was signed and sealed on January 12, 1996, 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.



[NOTARY SEAL]

  
Notary Public JEFFREY H. GORHAM  
Notary Public, Jackson County, MI  
My Commission Expires May 22, 1998  
My Commission Expires: \_\_\_\_\_

**EXHIBIT 1**

Description and Mark and Number  
of Units of Equipment:

Seven hundred (700) 4,100 cubic foot,  
54'7" long, high side, flat bottom, open  
top, gondola cars marked and numbered  
CPOX 1200 to CPOX 1899, both  
inclusive