

Taylor, Morell & Gitomer

June 10, 1993

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RECORDATION NO. 8785-C + P FILED 1425

JUN 10 1993 1.25 AM

Honorable Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, DC 20423

INTERSTATE COMMERCE COMMISSION

Dear Secretary Strickland:

I have enclosed the original and three certified copies of the document described below, to be recorded pursuant to 49 U.S.C. § 11303.

The document is a Termination and Release of Security Interest, a secondary document, dated March 31, 1993. The primary documents to which this document is connected are recorded under Recordation Nos. 8784 and 8785. We request that this document be recorded under Recordation Nos. 8784-C and 8785-C.

The names and addresses of the parties to the Termination and Release of Security Agreement are as follows:

Debtor:

BA Leasing & Capital Corporation,
successor to BameriLease, Inc., and Pacific Systems, Inc.
Four Embarcadero Center
12th Floor
San Francisco, CA 94111

Secured Party:

Mercantile-Safe Deposit and Trust Company
2 Hopkins Plaza
Baltimore, MD 21201

A description of the equipment covered by the document consists of 150 70-ton open-top hopper cars numbered BN 548850-548999, all inclusive.

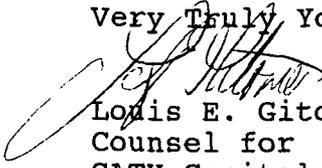
C. [Signature]

A fee of \$32.00 is enclosed. Please return the original and one certified copy to:

Louis E. Gitomer
Taylor, Morell & Gitomer
Suite 210
919 18th Street, N.W.
Washington, DC 20006

A short summary of the document to appear in the index follows: a Termination and Release of Security Interest, dated March 31, 1993, by BA Leasing & Capital Corporation, successor to BameriLease, Inc., and Pacific Systems, Inc., Four Embarcadero Center, 12th Floor, San Francisco, CA 94111, and Mercantile-Safe Deposit and Trust Company, 2 Hopkins Plaza, Baltimore, MD 21201, covering 150 70-ton open-top hopper cars numbered BN 548850-548999, all inclusive.

Very Truly Yours,



Louis E. Gitomer
Counsel for
GATX Capital Corporation

JUN 10 1993 1:25AM

TERMINATION AND RELEASE OF SECURITY INTEREST

INTERSTATE COMMERCE COMMISSION

The undersigned hereby terminate that certain Security Agreement and Trust Deed dated as of March 1, 1977 from Pacific Systems, Inc., predecessor in interest to BA Leasing & Capital Corporation, as debtor, and Mercantile-Safe Deposit and Trust Company, as secured party, recorded with the Interstate Commerce Commission on April 15, 1977 and assigned recordation number 8785 (the "Security Agreement") Mercantile-Safe Deposit and Trust Company hereby releases any and all interests it has or may have in the Collateral as defined in the Security Agreement including without limitation the following equipment:

150 70-ton rebuilt open-top hopper cars, marked and numbered BN548850 to BN548999, both inclusive.

Dated this 31st day of March, 1993.

DEBTOR

SECURED PARTY

BA Leasing & Capital Corporation
(successor to Pacific Systems, Inc.)

Mercantile-Safe Deposit
and Trust Company, as
Security Trustee

By: Masdon M Brennan

By: Robert D Brown

Title: Assistant Vice President

Title: Corporate Trust Officer

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

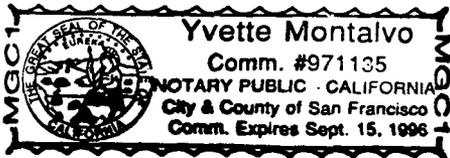
State of CALIFORNIA
County of SAN FRANCISCO

On 4-8-93 before me, YVETTE MONTALVO
DATE NAME, TITLE OF OFFICER - E.G., "JANE DOE, NOTARY PUBLIC"

personally appeared MILDRED M. BRENNAN
NAME(S) OF SIGNER(S)

personally known to me - OR - proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Yvette Montalvo
SIGNATURE OF NOTARY

OPTIONAL SECTION

CAPACITY CLAIMED BY SIGNER

Though statute does not require the Notary to fill in the data below, doing so may prove invaluable to persons relying on the document.

- INDIVIDUAL
- CORPORATE OFFICER(S)
- TITLE(S) _____
- PARTNER(S) LIMITED GENERAL
- ATTORNEY-IN-FACT
- TRUSTEE(S)
- GUARDIAN/CONSERVATOR
- OTHER: _____

SIGNER IS REPRESENTING:

NAME OF PERSON(S) OR ENTITY(IES)

OPTIONAL SECTION

THIS CERTIFICATE MUST BE ATTACHED TO THE DOCUMENT DESCRIBED AT RIGHT:

TITLE OR TYPE OF DOCUMENT _____

NUMBER OF PAGES _____ DATE OF DOCUMENT _____

SIGNER(S) OTHER THAN NAMED ABOVE _____

Though the data requested here is not required by law, it could prevent fraudulent reattachment of this form.

State of)
County of) SS.
)

Before me, the undersigned notary, on this day personally appeared _____ to me personally known who being by me duly sworn, says that he/she is a _____ of BA Leasing & Capital Corporation ("Company"), that the above Termination and Release of Security Interest ("Agreement") was signed on behalf of said Company by authority of its Board of Directors and he/she acknowledged that the execution of the foregoing Agreement was the free act and deed of said company.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this _____ of _____, 1993.

[SEAL]

NOTARY PUBLIC

My Commission Expires:

State of *Maryland*)
County of *Baltimore*) SS.
City)

Before me, the undersigned notary, on this day personally appeared *Robert D Brown* to me personally known who being by me duly sworn, says that he/she is a *Corporate Trust Officer* of Mercantile-Safe Deposit and Trust Company ("Company"), that the above Termination and Release of Security Interest ("Agreement") was signed on behalf of said Company by authority of its Board of Directors and he/she acknowledged that the execution of the foregoing Agreement was the free act and deed of said company.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this *31st* of *March*, 1993.

[SEAL]

Michael A. Hill

NOTARY PUBLIC

My Commission Expires:
9/25/94

CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy of the original Termination and Release of Security Agreement dated March 31, 1993, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



Louis E. Gitomer
June 10, 1993