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#15
15147-A

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0-026A001

January 25, 1990

VIA FEDERAL EXPRESS

Honorable Noretta R. McGee, Secretary
Interstate Commerce Commission
Washington, D.C. 20423

RECORDATION NO. 15147-A FILED 1/25
JAN 26 1990 10:25 AM
INTERSTATE COMMERCE COMMISSION

Dear Ms. McGee:

Enclosed for recordation under the provisions of 49 USC 11303(a) is one (1) original counterpart (and one (1) copy) of Discharge and Release of Interest dated as of December 21, 1989 (the "Release") of BarclaysAmerican/Leasing, Inc. (the "Lessor"). Said Release relates to that certain Equipment Lease Agreement dated December 29, 1986 between the Lessor and Borg Warner Chemicals, Inc. (the "Lessee") which was recorded on January 9, 1987 by the Interstate Commerce Commission under recordation number 15147. Said Release is a secondary document, not previously recorded, and should be recorded under the next available letter under recordation number 15147.

A general description of the railroad equipment covered by the Release is set forth in Exhibit A attached to this letter and made a part hereof.

The names and addresses of the parties are:

Lessor: BarclaysAmerican/Leasing, Inc.
P.O. Box 31217
201 South Tryon Street
Charlotte, North Carolina 28231

Lessee: Borg Warner Chemicals, Inc.
International Center
Parkersburg, West Virginia 26102

Once the filings have been made please return the stamped counterparts of the Release not required for filing purposes, together with the ICC fee receipt and the letter from the ICC acknowledging the filings to David B. McMullen, Esq., Chapman and Cutler, 111 West Monroe Street, Chicago, Illinois 60603.

Also, enclosed is a check in the amount of \$15.00 covering the required recording fee.

Counterparts - CT. Kappeler

CHAPMAN AND CUTLER

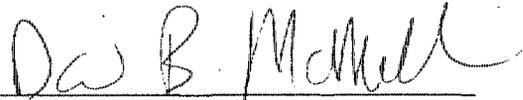
A short summary of the enclosed secondary document to appear in the Index is as follows:

"Covers one hundred and seventy-nine (179) 100-ton Covered Hopper Cars"

Very truly yours,

CHAPMAN AND CUTLER

By



David B. McMullen

DBM:sv
Enclosures

EXHIBIT A

One Hundred Seventy-Nine (179) PLM, Inc. 100-Ton 3-Compartment covered
Hopper Cars bearing road number BWCX 1306 through and including BWCX 1484.

WSD

15147-A

JAN 26 1990 10 37 AM

INTERSTATE COMMERCE COMMISSION

DISCHARGE AND RELEASE OF INTEREST

This Discharge and Release of Interest is executed as of December 21, 1989 by BarclaysAmerican/Leasing, Inc. ("Barclays") as Lessor under an Equipment Lease Agreement dated as of December 29, 1986 ("Lease") between Barclays and Borg Warner Chemicals, Inc. ("Lessee") which was recorded January 9, 1987 by the Interstate Commerce Commission bearing Recordation Number 15147 with respect to 179 covered hopper railcars described in Exhibit A attached hereto (the "Cars").

Barclays has executed a Conditional Bill of Sale dated December 21, 1989 conveying all right, title and interest in the Cars to General Electric Company which is attached hereto as Exhibit B.

Barclays hereby acknowledges that it no longer has any interest, claim, or right in or to the Cars and hereby fully discharges and releases any interest that it may have in the Cars by virtue of the Lease as the same may have been amended at any time, or otherwise.

IN WITNESS WHEREOF, the undersigned has executed this instrument as of the date set forth above.

BARCLAYSAMERICAN/LEASING, INC.

By: W. D. Thompson
W. D. Thompson, Vice President

STATE OF NORTH CAROLINA :
: ss.
COUNTY OF MECKLENBURG :

On this 22nd day of January, 1990, before me, the undersigned officer, a Notary Public in and for the State and County set forth above, duly commissioned and sworn, personally appeared W. D. Thompson, known to me to be a Vice President of the corporation that executed the within instrument, and acknowledged to me that he executed the said instrument by signing the name of the corporation by himself as such officer, that he did so by authority of such corporation, and that said instrument may be recorded as the free act and deed of such corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

(SEAL)

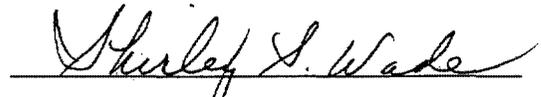

Notary Public

EXHIBIT A TO
DISCHARGE AND RELEASE OF INTEREST

One Hundred Seventy-Nine (179) PLM, Inc. 100-Ton 3-Compartment covered
Hopper Cars bearing road number BWCX 1306 through and including BWCX 1484.



EXHIBIT B
TO
DISCHARGE AND RELEASE OF INTEREST
CONDITIONAL BILL OF SALE

SELLER:
BARCLAYSAMERICAN/LEASING, INC.
P. O. Box 31217
201 South Tryon Street
Charlotte NC 28231

PURCHASER:
GENERAL ELECTRIC COMPANY
Parkersburg Center, Fifth & Avery Streets
Parkersburg, WV 26102

DATE: December 21, 1989

Unit No.: 1-179

TOTAL SELLING PRICE: \$7,031,940.00

For the stated selling price and upon Seller's receipt of the stated selling price in immediately available funds wire transferred to Seller's account #0340 7003665 at Barclays Bank of North Carolina, Seller does hereby sell and convey to Purchaser all of Seller's right, title and interest in the equipment:

<u>MANUFACTURER'S NAME</u>	<u>NO. OF UNITS</u>	<u>DESCRIPTION</u>	<u>MARKINGS</u>
PLM, Inc.	179	3 Compartment Lo Hopper Cars	BWCX 1306-1484

Seller warrants that the Equipment is free and clear of all liens by or in favor of any person claiming by, through or under the Seller; HOWEVER, EXCEPT AS TO THE FOREGOING, SELLER MAKES NO WARRANTY OF REPRESENTATION WHATSOEVER, EITHER EXPRESS OR IMPLIED, AS TO THE MERCHANTABILITY, FITNESS FOR A PARTICULAR PURPOSE OR DESIGN OR CONDITION OF THE EQUIPMENT, THE ABOVE DESCRIBED EQUIPMENT BEING SOLD "AS IS" AND "WHERE IS".

This Bill of Sale shall be governed by the laws of the State of North Carolina.

Sworn to and subscribed before me this

20th day of December, 1989.

Judy J. Morris

Notary Public

My commission expires: 9/2/90.

BARCLAYSAMERICAN/LEASING, INC.

By: Douglas G. Ducray

Douglas G. Ducray

Contract Administration Manager

Signature of Purchaser

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