

SIDLEY & AUSTIN
A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

3-211A040

864.00

LOS ANGELES
NEW YORK
WASHINGTON, D.C.

ONE FIRST NATIONAL PLAZA
CHICAGO, ILLINOIS 60603
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LONDON
SINGAPORE
TOKYO

FOUNDED 1866

WRITER'S DIRECT NUMBER

RECORDATION NO. 18193-1 FILED 1428

July 30, 1993

JUL 30 1993 1-45 PM

INTERSTATE COMMERCE COMMISSION

MOTOR OPERATING UNIT
JUL 30 1 45 PM '93

Office of the Secretary
Recordations Unit
Room 2303
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D.C. 20423

Attention: Ms. Mildred Lee

Dear Ms. Lee:

Enclosed are two original copies of the document described below, to be recorded pursuant to 49 U.S.C. § 11303.

This document is a secondary document, a Release and Termination Agreement, dated July 29, 1993. The primary document to which this is connected is recorded under Recordation No. 18193. The names and addresses of the parties to such document are as follows:

BLC Corporation
2655 Campus Drive
Suite 200
San Mateo, CA 94403-2573

Commonwealth Edison Company
One First National Plaza
10 South Dearborn
Chicago, Illinois 60603

[Handwritten signature]

Office of the Secretary

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A description of the equipment covered by this document follows: 1,453 new 121-ton, aluminum-sided, rotary dump gondola "coalporter" cars. The identifying marks for this equipment are CWEX 1100-2552, inclusive.

A filing fee of \$16.00 is enclosed. Please return the original and any extra copies not needed by the commission for recordation to the undersigned.

A short summary of the documents to appear in the index follows:

Release and Termination Agreement dated July 29, 1993, between BLC, as Lessor, and Commonwealth Edison Company, as Lessee, covering 1,453 new 121-ton, aluminum sided, rotary dump gondola "coalporter" cars.

Very truly yours,



Interstate Commerce Commission

Washington, D.C. 20423

7/30/93

OFFICE OF THE SECRETARY

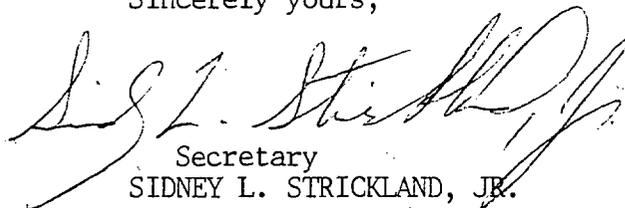
**Sidley & Austin
One First National Plaza
Chicago, Illinois 60603**

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 **7/30/93** at **1:45pm**, and assigned recordation number(s).

18193-I, 18352 & 18352-A 18352-B

Sincerely yours,



Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

2/11/94

JUL 30 1993 1:45 PM

RELEASE AND TERMINATION AGREEMENT

INTERSTATE COMMERCE COMMISSION

THIS RELEASE AND TERMINATION AGREEMENT, made this 30th day of July, 1993, by and between BLC Corporation, a Utah corporation ("BLC"), and Commonwealth Edison Company, an Illinois corporation ("Edison").

WHEREAS, BLC has purchased certain railroad equipment (the "Equipment") described in Bills of Sale filed with the Interstate Commerce Commission ("ICC"), as indicated on Schedule I hereto (the "Bills of Sale"); and

WHEREAS, BLC and Edison are parties to a Master Leasing Agreement dated as of March 1, 1993 filed with the ICC as indicated on Schedule I hereto (the "Agreement");

WHEREAS, BLC and Edison desire to cancel and terminate the Agreement; and BLC desires to release in favor of Society National Bank, as Owner Trustee of a trust known as CWE Trust No. 1993-1, with an owner participant, all of its right, title and interest in the Equipment, including any such right, title and interest evidenced by the Bills of Sale;

NOW THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which is hereby acknowledged, BLC and (but only with respect to paragraphs 1, 3 and 4 below) Edison, intending to be legally bound, agree as follows:

1. BLC and Edison hereby agree that, following payment to BLC by Edison of all amounts due and owing under the Agreement on July 30, 1993, the Agreement shall be terminated and no rights, duties or liabilities under the Agreement shall survive termination except for the general indemnity of BLC by Edison as set forth in Section 9 of the Agreement or as otherwise provided in the Agreement.

2. BLC hereby releases in favor of Society National Bank, as Owner Trustee of a trust known as CWE Trust No. 1993-1, with an owner participant all of its right, title and interest in the Equipment, including any such right, title and interest evidenced by the Bills of Sale.

3. The parties agree to record this Release and Termination Agreement with the ICC.

4. This Release and Termination Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Release and Termination Agreement.

IN WITNESS WHEREOF, BLC and Edison have each caused this Release and Termination Agreement to be duly executed by their authorized officers as of the day and year first above written.

ATTEST:
(SEAL)

Name Carl A. Schultz
Title Secretary

BLC CORPORATION

By Edmond P Browne
Name EDMOND P BROWNE
Title SR VICE PRESIDENT

ATTEST:
(SEAL)

Name _____
Title _____

COMMONWEALTH EDISON COMPANY

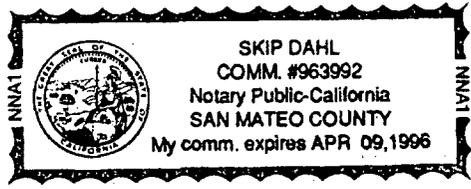
By _____
Name _____
Title _____

STATE OF CALIFORNIA)
COUNTY OF SAN MATEO) SS.

On this ²⁹ 29th day of July, 1993, before me personally appeared Edmond P. Browne, to me personally known, who, being duly sworn, did say that he is SR VICE PRESIDENT of DLC Corporation, that the foregoing instrument was signed on behalf of such 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 such corporation.

Skip Dahl
Notary Public

My commission expires:
April 9, 1996



STATE OF _____)
COUNTY OF _____) SS.

On this 30th day of July, 1993, before me personally appeared _____, to me personally known, who, being duly sworn, did say that he is _____ of Commonwealth Edison Company, that the foregoing instrument was signed on behalf of such 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 such corporation.

Notary Public

My commission expires:

SCHEDULE I
to Release and Termination Agreement
Bills of Sale Filed
By BLC Corporation with the
Interstate Commerce Commission

Document	Recordation Number(s)	Date of Filing	Time of Filing	Units	Car Numbers
Master Leasing Agreement, dated as of March 1, 1993, between BLC Corporation and Commonwealth Edison Company	18193	4/9/93	3:15 pm		
Bill of Sale, dated as of March 31, 1993, executed by Johnstown America Corporation	18193-A	4/9/93	3:15 pm	133	1100-1220 Inclusive 1222-1232 Inclusive 1993 Inclusive
Bill of Sale, dated as of April 15, 1993, executed by Johnstown America Corporation	18193-B	5/10/93	10:50 am	120	1221 Inclusive 1233-1347 Inclusive 1349-1352 Inclusive
Bill of Sale, dated as of April 29, 1993, executed by Johnstown America Corporation	18193-C	5/14/93	10:20 am	120	1348 Inclusive 1353-1471 Inclusive
Bill of Sale, dated as of May 7, 1993, executed by Johnstown America Corporation	18193-D	5/20/93	3:40 pm	120	1472-1555 Inclusive 2492-2499 Inclusive 2501-2502 Inclusive 2504-2515 Inclusive 2522-2535 Inclusive

Document	Recordation Number(s)	Date of Filing	Time of Filing	Units	Car Numbers
Bill of Sale, dated as of May 13, 1993, executed by Johnstown America Corporation	18193-E	6/1/93	12:05 pm	120	1556-1615 Inclusive 2440-2442 Inclusive 2446-2451 Inclusive 2453-2491 Inclusive 2500 Inclusive 2503 Inclusive 2516-2521 Inclusive 2543-2545 Inclusive 2552 Inclusive
Bill of Sale, dated as of May 21, 1993, executed by Johnstown America Corporation	18193-F	6/17/93	12:30 pm	120	1616-1675 Inclusive 2380 Inclusive 2382 Inclusive 2387-2439 Inclusive 2443-2445 Inclusive 2537 Inclusive 2542 Inclusive
Bill of Sale, dated as of May 13, 1993, executed by Johnstown America Corporation (Revised)	18193-G	7/2/93	3:25 pm	120	1556-1615 Inclusive 2440-2442 Inclusive 2446-2491 Inclusive 2500 Inclusive 2503 Inclusive 2516-2521 Inclusive 2543-2545 Inclusive

Document	Recordation Number(s)	Date of Filing	Time of Filing	Units	Car Numbers
Bills of Sale, each dated as of May 28, 1993, June 4, 1993, June 16, 1993, June 23, 1993, June 30, 1993 and July 9, 1993, executed by Johnstown America Corporation	18193-H	7/19/93	3:50 pm	720	1676-1735 Inclusive 2322 Inclusive 2327-2379 Inclusive 2381 Inclusive 2383-2386 Inclusive 2547 Inclusive 1736-1795 Inclusive 2267-2321 Inclusive 2323-2326 Inclusive 2548 Inclusive 1796-1855 Inclusive 2208-2215 Inclusive 2219-2266 Inclusive 2538-2541 Inclusive 1856-1915 Inclusive 2148 Inclusive 2152-2156 Inclusive 2158-2160 Inclusive 2162-2207 Inclusive 2210-2212 Inclusive 2536 Inclusive 2549 Inclusive

Document	Recordation Number(s)	Date of Filing	Time of Filing	Units	Car Numbers
	1916-1975				Inclusive
	2088				Inclusive
	2090				Inclusive
	2094-2100				Inclusive
	2102-2109				Inclusive
	2111-2147				Inclusive
	2149-2151				Inclusive
	2157				Inclusive
	2161				Inclusive
	2546				Inclusive
	1976-1992				Inclusive
	1994-2087				Inclusive
	2089				Inclusive
	2091-2093				Inclusive
	2101				Inclusive
	2110				Inclusive
	2550-2552				Inclusive

IN WITNESS WHEREOF, BLC and Edison have each caused this Release and Termination Agreement to be duly executed by their authorized officers as of the day and year first above written.

ATTEST:
(SEAL)

BLC CORPORATION

Name: _____
Title: _____

By: _____
Name: _____
Title: _____

ATTEST:
(SEAL)

SEAL

COMMONWEALTH EDISON COMPANY

Patricia L. Kempling

Name: *Patricia L. Kempling*
Title: *Assistant Treasurer*

By: *Dennis F. O'Brien*

Name: *Dennis F. O'Brien*
Title: *Treasurer*

STATE OF Illinois)
) ss.:
COUNTY OF Cook)

On this 21st day of July, 1993, before me personally appeared Dennis F. O'Brien, to me personally known, who, being by me duly sworn, says that he is Treasurer of Commonwealth Edison, Company, that said instrument was signed and sealed 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.

Betty Fox
Notary Public

My Commission Expires:
[Notary Seal]

