

HOUSEHOLD  COMMERCIAL

11198-E

MAR 11 1996 - 11 38 AM

INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE  
COMMISSION  
RECEIVED  
MAR 11 11 38 AM '96

March 4, 1996

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

Dear Gentlemen:

Please find attached, in duplicate, an Instrument of Lien Release and Bill of Sale, notary page and equipment list.

Please file the enclosed documents to release the Agent'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

*Counterparts -  
Nathan Osborn*

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001

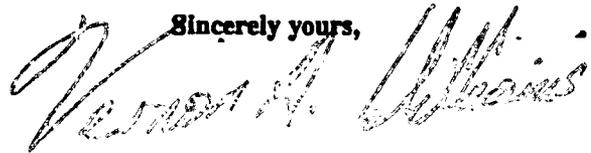
3/11/96

Allison Cassady  
Sr. Contract Administrator  
Household Commercial Financial Services, Inc.  
2700 Sanders Road  
Prospect Heights, IL., 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 3/11/96 at 11:45AM, and assigned recordation number(s). 11198-E.

Sincerely yours,

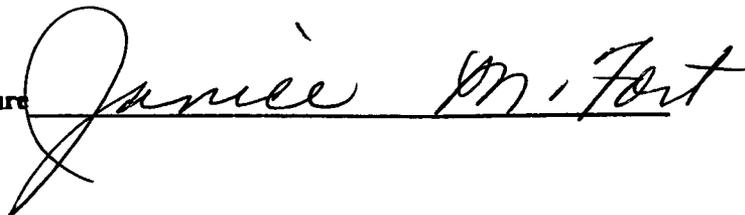


Vernon A. Williams  
Secretary

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



INSTRUMENT OF LIEN RELEASE  
AND BILL OF SALE

11198-E  
MAR 1 1996 - 11 15 AM

INTERSTATE COMMERCE COMMISSION

THIS INSTRUMENT OF LIEN RELEASE AND BILL OF SALE (the "Instrument"), is dated as of February 29, 1996, from The Bank of New York, successor to Mercantile Safe-Deposit and Trust Company, not individually but solely as Agent, ("Agent").

RECITALS

The Connecticut Bank and Trust Company, now succeeded by State Street Bank and Trust Company, not individually but solely as owner trustee (the "Owner Trustee") under a trust agreement dated as of October 2, 1979, with Fifth HFC Leasing Corporation, a Delaware corporation (the "Owner"), entered into a Conditional Sale Agreement (the "CSA"), dated as of October 2, 1979, among Greenville Steel Car Company, (the "Builder"), which was recorded with the Interstate Commerce Commission ("ICC") on December 14, 1979 and assigned ICC recordation number 11198. The "Builder" subsequently assigned all of their rights under the CSA to Agent pursuant to an Agreement and Assignment, dated as of October 2, 1979, which was recorded with the ICC on December 14, 1979 and assigned ICC recordation number 11198-A. Owner Trustee entered into a Lease of Railroad Equipment, dated as of October 2, 1979, with Consolidated Rail Corporation ("Conrail"), as lessee, which was recorded with the ICC on December 14, 1979 and assigned ICC recordation number 11198-B. Owner Trustee subsequently assigned its rights under the Lease to Agent pursuant to an Assignment of Lease and Agreement, dated as of October 2, 1979, and assigned ICC recordation number 11198-C. The obligations under the Conditional Sale Agreement were satisfied in full on March 1, 1995. The rail equipment subject to the Conditional Sale Agreement and the Lease is described on the attached Exhibit A (the "Equipment").

Agent desires to execute this Instrument to evidence for the public record the satisfaction and release of all of its rights and obligations under the foregoing documents and to evidence the transfer of the title to the rail equipment subject thereto to Owner Trustee in accordance with the terms and conditions of the Conditional Sale Agreement.

NOW, THEREFORE, in consideration of the premises Agent agrees as follows:

1. Release of Lien. Agent does hereby acknowledge and confirm for the public record the satisfaction and release of (i) all of its security interest in and to the lease and (ii) all other rights of Agent, together with the obligations of Owner Trustee, arising under Assignment of Lease and Agreement.
2. Transfer of Title. In accordance with the provisions of the Conditional Sale Agreement, Agent does hereby transfer to Owner Trustee, not individually, but solely as Owner Trustee under the certain Trust Agreement, dated as of October 2, 1979, and to Owner Trustee's successors and assigns forever, all of its right, title and interest in and to the Equipment. Agent represents and warrants to Owner Trustee that the Equipment transferred hereby is free and clear of liens and encumbrances created by, through or under Agent.

**ACKNOWLEDGMENT  
COPY**

Return To:  
LEXIS Document Services  
801 Adlai Stevenson Drive  
Springfield, IL 62703  
Phone: (217) 544-5900



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COPI  
VOTING DOCUMENT

THE EQUIPMENT IS SOLD "AS IS" AND "WHERE IS" AND AGENT MAKES NO WARRANTY OR REPRESENTATION, EXPRESS OR IMPLIED, AS TO DESIGN, VALUE, OPERATION, OR CONDITION OF, OR AS TO THE QUALITY OF THE MATERIAL OR WORKMANSHIP IN, THE EQUIPMENT, THE MERCHANTABILITY OR FITNESS OF THE EQUIPMENT FOR ANY PARTICULAR PURPOSE OR ANY OTHER WARRANTY OR REPRESENTATION WHATSOEVER, EXCEPT AS IS SPECIFICALLY SET FORTH IN THE PRECEDING PARAGRAPH.

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

IN WITNESS WHEREOF, Agent has executed this Instrument as of the date first above written.

Bank of New York

BY

Name:

Title:

  
**STEPHEN J. GIURLANDO**  
**ASSISTANT VICE PRESIDENT**

STATE OF )  
 )SS:  
COUNTY OF )

On February 29, 1996, before me William J. Cassels, the undersigned Notary Public, personally appeared **STEPHEN J. GIURLANDO** personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument as Asst. V.P. of The Bank of New York and acknowledged that he/~~she~~ executed it.

Witness my hand and official seal.

  
Notary Public

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



EXHIBIT A

SPECIFICATIONS OF THE EQUIPMENT

<u>TYPE</u>	<u>BUILDER</u>	<u>QUANTITY</u>	<u>LESSEE'S IDENTIFICATION NUMBERS ( BOTH INCLUSIVE)</u>
3420 CU. FT., 100-ton oen triple top hopper cars	Greenville Steel Car Company	220	CR 491040 through CR 491259