

0100802015



RECORDATION NO. 8890-G (2)  
FILED 1475  
OCT 4 - 1995 10 50 AM

October 3, 1995

VIA FEDERAL EXPRESS

Interstate Commerce Commission  
Room 2311  
12th Street & Constitution Avenue, N.W.  
Washington, D.C. 20423

RECORDATION NO. 11013-GV  
FILED 1475  
OCT 4 - 1995 10 50 AM

RE: Two filings

To Whom It May Concern:

Enclosed please find the following documents which I request to be filed with the ICC:

1. Instrument of Lien Release and Bill of Sale (two originals), regarding a Lease of Railroad Equipment dated as of October 1, 1979, wherein Consolidated Rail Corporation is the lessee. The documents involving this lease are filed under ICC Recordation Number 11013, -A, -B, etc., and were filed on November 7, 1979.
2. Instrument of Lien Release and Bill of Sale (two originals), regarding a Lease of Railroad Equipment, dated as of May 15, 1977, wherein Miller Brewing Company, Southern Railway Company is the lessee. The documents involving this lease are filed under ICC Recordation Number 8890, -A, -B, etc., and were filed on July 19, 1977.

Our check number 1252, dated 9/27/95 in the amount of \$42.00 is attached to pay the two fees. Please call me at (415)955-3373 should you have any questions.

Very truly yours,

GATX CAPITAL CORPORATION

*Sheila A. Stetson*  
Sheila A. Stetson  
Contract Administrator

cc: Conrail, #3071, corresp.  
Southern Railway, #80066, corresp.

RECEIVED  
OFFICE OF THE  
SECRETARY  
OCT 4 10 44 AM '95  
LICENSING BRANCH



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

10/4/95

Office Of The Secretary

Shelia A. Stetson  
GATX Capital Corporation  
4 Embarcadero Center, 22nd FL.  
San Francisco, CA. 94111

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 10/4/95 at 10:50AM, and assigned recordation number(s). 8890-G and 11013-G.

Sincerely yours,

Vernon A. Williams  
Secretary

Enclosure(s)

(0100802015)

\$ 42.00 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

11013-G

INSTRUMENT OF LIEN RELEASE  
AND BILL OF SALE

THIS INSTRUMENT OF LIEN RELEASE AND BILL OF SALE (the "Instrument"), is dated as of September 25, 1995, from The Bank of New York (successor in interest to Mercantile Safe Deposit & Trust Co.), not individually but solely as Indenture Trustee ("Agent").

RECITALS

State Street Bank and Trust Company of Connecticut, National Association (successor to The Connecticut Bank and Trust Company) ("Trustee") entered into a Conditional Sale Agreement, dated as of October 1, 1979 ("the CSA"), with Bethlehem Steel Corporation ("Bethlehem"), which was recorded with the Interstate Commerce Commission ("ICC") on November 7, 1979 and assigned ICC recordation number 11013. Bethlehem subsequently assigned all of its rights under the CSA to Agent pursuant to an Agreement and Assignment, dated as of October 1, 1979 ("A&A"), which was recorded with the ICC on November 7, 1979, and assigned ICC recordation number 11013-A. Trustee entered into a Lease of Railroad Equipment (the "Lease"), dated as of October 1, 1979, with Consolidated Rail Corporation ("Conrail"), as lessee, which was recorded with the ICC on November 7, 1979 and assigned ICC recordation number 11013-B. Trustee subsequently assigned its rights under the Lease to Agent pursuant to an Assignment of Lease and Agreement, dated as of October 1, 1979 (the "Lease Assignment"), which was recorded with the ICC on November 7, 1979 and assigned ICC recordation number 11013-C. The obligations under the CSA were satisfied in full on April 1, 1995. The rail equipment subject to the CSA and the Lease is described below:

322 100-ton Open Top Hopper Cars, road numbers CR 491260-491589, less 491302, 491337, 491392, 491402, 491465, 491546, 491559, 491567.

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 Trustee in accordance with the terms and conditions of the CSA.

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 Trustee, arising under the Lease Assignment.

2. Transfer of Title. In accordance with the provisions of the CSA, Agent does hereby transfer to Trustee, not individually, but solely as Trustee under that certain Trust Agreement, dated as of October 1, 1979 and to Trustee's successors and assigns forever, all of its right, title and interest in and to the Equipment. Agent represents and warrants to Trustee that the Equipment transferred hereby is free and clear of liens and encumbrances created by, through or under Agent.

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. This Instrument shall be governed by the laws of the State of New York.

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

THE BANK OF NEW YORK

By:   
STEPHEN J. GIURLANDO  
Its: Assistant Vice President

STATE OF New York )  
 ) ss.  
COUNTY OF New York )

On September 25, 1995, before me William Casells, the undersigned Notary Public, personally appeared Stephen J. Giurkin, 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 Assistant Vice President of The Bank of New York and acknowledged that he executed it.

Witness my hand and official seal.



*William Casells*  
Notary Public

WILLIAM J. CASELS  
Notary Public, State of New York  
No. 01CA5027729  
Qualified in Bronx County  
Certificate Filed in New York County  
Commission Expires May 10, 1996