

0100802015



RECORDATION NO. 8890-G
FILED 1425
OCT 4 - 1995 - 10 50 AM
INTERSTATE COMMERCE COMMISSION

October 3, 1995

VIA FEDERAL EXPRESS

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

RECORDATION NO. 11013-G
FILED 1425
OCT 4 - 1995 - 10 50 AM
INTERSTATE COMMERCE COMMISSION

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
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

INSTRUMENT OF LIEN RELEASE
AND BILL OF SALE

8890-G

OCT 2 1995

THIS INSTRUMENT OF LIEN RELEASE AND BILL OF SALE (the "Instrument"), is dated as of October 2, 1995, from The Bank of New York (successor in interest to Mercantile Safe Deposit & Trust Co.), not individually but solely as Indenture Trustee ("Indenture Trustee").

RECITALS

State Street Bank and Trust Company of Connecticut, National Association (successor to The Connecticut Bank and Trust Company) ("Owner Trustee") entered into a Conditional Sale Agreement, dated as of May 15, 1977 ("the CSA"), with Fruit Growers Express Company ("Fruit Growers"), which was recorded with the Interstate Commerce Commission ("ICC") on July 19, 1977 and assigned ICC recordation number 8890. Fruit Growers subsequently assigned all of its rights under the CSA to Indenture Trustee pursuant to an Agreement and Assignment, dated as of May 15, 1977 ("A&A"), which was recorded with the ICC on July 19, 1977, and assigned ICC recordation number 8890-C. Owner Trustee entered into a Lease of Railroad Equipment (the "Lease"), dated as of May 15, 1977, with Miller Brewing Company, Southern Railway Company ("Southern Railway"), as lessee, which was recorded with the ICC on July 19, 1977, and assigned ICC recordation number 8890-A. Owner Trustee subsequently assigned its rights under the Lease to Indenture Trustee pursuant to an Assignment of Lease and Agreement, dated as of May 15, 1977 (the "Lease Assignment"), which was recorded with the ICC on July 19, 1977, and assigned ICC recordation number 8890-B. The obligations under the CSA were satisfied in full on October 1, 1995. The rail equipment subject to the CSA and the Lease is described below:

245 52'6" insulated 70-ton XPI boxcars, road numbers SOU 650-678, 680-769, 771, 773-820, 822-837, 839-899.

Indenture Trustee 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 CSA.

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

1. Release of Lien. Indenture Trustee 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 Indenture Trustee, together with the obligations of Owner Trustee, arising under the Lease Assignment.

2. Transfer of Title. In accordance with the provisions of the CSA, Indenture Trustee does hereby transfer to Owner Trustee, not individually, but solely as Owner Trustee under that certain Trust Agreement, dated as of April 7, 1977 and to Owner Trustee's successors and assigns forever, all of its right, title and interest in and to the Equipment. Indenture Trustee represents and

warrants to Owner Trustee that the Equipment transferred hereby is free and clear of liens and encumbrances created by, through or under Indenture Trustee.

THE EQUIPMENT IS SOLD "AS IS" AND "WHERE IS" AND INDENTURE TRUSTEE 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, Indenture Trustee has executed this Instrument as of the date first above written.

THE BANK OF NEW YORK

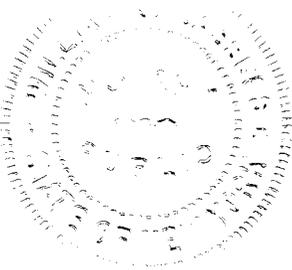
By:  _____

Its: STEPHEN J. GIURANDO
Assistant Vice President

STATE OF)
) ss.
COUNTY OF)

On October 2, 1985, before me William J. Cassels, the undersigned Notary Public, personally appeared Stephen J. Girard, 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 J. Cassels
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, 1986