

HOUSEHOLD  COMMERCIAL

RECORDATION NO. 8959 FILED 1425

APR 23 1993 12-40 PM

Contract Administration Department

INTERSTATE COMMERCE COMMISSION

April 2, 1993

Interstate Commerce Commission
12th & Constitution Ave. N.W.
Washington, D.C. 20004

Dear Sir/Madam:

Please file the two enclosed sets of documents with the ICC to release Railcars under two leveraged lease agreements dated July 1, 1977 and July 5, 1977. The debt was paid in full on January 5, 1993. We are the Owner of the railcars and need them to be released from this security interest.

If you have any questions, please contact me at the number below.

Sincerely,

Cyndi Perreault

Cyndi Perreault
Administrative Assistant
Contract Administration
(708) 564-6466

4/9-

Completed
Shore

RECORDATION NO. 8959-C FILED 1425

RELEASE

APR 23 1993 12-40 PM

Interstate Commerce Commission INTERSTATE COMMERCE COMMISSION

This release dated as of March 24th, 1993 is made by The Life Insurance Company of Virginia.

1. Reference is made to the equipment listed on the attached schedule which is subject to the following Documentation and Recordation.

A. Recordation No. 8959-C Filed and Recorded September 1, 1977 at 4:00 p.m. for Assignment of Lease and Agreement dated as of July 1, 1977 by and between The Connecticut Bank and Trust Company solely as Trustee under a Trust Agreement dated as of the date hereof with HFC Leasing Inc., the "Corporation" and The Connecticut Bank and Trust Company, the "Trustee" and Continental Illinois National Bank and Trust Company, as "Agent."

B. Recordation No. 8959-A Filed and Recorded September 1, 1977 at 4:00 p.m. for Agreement and Assignment dated as of July 1, 1977 between Whittaker Corporation (Berwick Forge & Fabricating Division) and Continental Illinois National Bank and Trust Company of Chicago, as "Agent."

C. Recordation No. 8959 Filed and Recorded September 1, 1977 at 4:00 p.m. for Conditional Sale Agreement dated as of July 1, 1977 between The Connecticut Bank and Trust Company solely as Trustee under a Trust Agreement dated as of the date hereof with HFC Leasing Inc., the Corporation and The Connecticut Bank and Trust Company, the "Trustee", and Whittaker Corporation (Berwick Forge & Fabricating Division).

Hereinafter referred to collectively as the "Agreements" which were duly filed in accordance with the Interstate Commerce Act.

2. The Life Insurance Company of Virginia hereby releases any and all liens, claims or other encumbrances on the Equipment as granted pursuant to said Agreements.

In Witness Whereof, The Life Insurance Company of Virginia has caused this release to be duly executed by its authorized officer as of the day and year first written above.

The Life Insurance Company of Virginia

James F. Walters
Title AVP

BILL OF SALE

Based upon good and valuable consideration, the receipt and adequacy of which are acknowledged, The Life Insurance Company of Virginia, does hereby bargain, sell, grant, convey, transfer and deliver unto the Trustee under the Trust Agreement dated as of July 1, 1977 between HFC Leasing Inc. and The Connecticut Bank and Trust Company, free of all liens, encumbrances, rights and interests of the undersigned and any party by or through the undersigned, the equipment, goods and chattels herein set forth in the Equipment Schedule attached hereto.

The Life Insurance Company of Virginia

By: James F. Walters

Title: AVP

ACKNOWLEDGMENT

STATE OF:

COUNTY OF:

On the 24th day of March, 1993, before me personally came James F. Walters, to me known to be the individual described in the foregoing instrument and acknowledge that he executed the same as Asst. Vice President, for The Life Insurance Company of Virginia.
(Title)

Berkeley N. Harland
Notary Public

I was commissioned as Berkeley N. Harland
MY COMMISSION EXPIRES APRIL 19, 1993

ACKNOWLEDGEMENT

STATE OF:

COUNTY OF:

On this 24 day of March, 1993 before me personally appeared James F. Waters, to me known to be the individual described in the foregoing instrument and acknowledge that he executed the same as Ast. Vice President, for The Life Insurance Company of Virginia.
(Title)

I was commissioned as Berkeley N. Harland
MY COMMISSION EXPIRES APRIL 19, 1993

Berkeley N. Harland
Notary Public

Annex B

to

Conditional Sale Agreement

<u>Type</u>	<u>Builder's Specifications</u>	<u>Builder's Plant</u>	<u>Quantity</u>	<u>Lessee's Road Numbers (Both Inclusive)</u>	<u>Unit Base Price*</u>	<u>Total Base Price*</u>	<u>Estimated Time and Place of Delivery</u>
50'6" 70-ton XM Box cars	Proposal letter dated April 4, 1977 as amended	Berwick, Pennsylvania	344	CNW 155794 through 156137	\$29,046.85	\$9,992,116.40	September 1977 Berwick, Pennsylvania

* Included as part of the Purchase Price are freight charges of \$549.75 per unit or \$189,114 in the aggregate for transporting the Equipment from Berwick, Pennsylvania to the Lessee's facilities in Proviso, Illinois.