

LAW OFFICES
VERNER, LIIPFERT, BERNHARD, McPHERSON AND HAND

CHARTERED

SUITE 1000
1660 L STREET, N.W.
WASHINGTON, D.C. 20036

(202) 775-1000

CABLE ADDRESS: VERLIP

TELEX 90-4124 VERLIP-WSH

TELECOPIER: (202) 452-8744

VIRGINIA OFFICES

SIXTH FLOOR

8280 GREENSBORO DRIVE

MCLEAN, VIRGINIA 22102

(703) 749-6000

TELECOPIER: (703) 749-6027

10484-A ARMSTRONG STREET

FAIRFAX, VIRGINIA 22030

(703) 591-2883

ELIZABETH A. CAMPBELL
TERRENCE J. MCCARTIN
PAUL E. NORDSTROM
WILLIAM E. KENNARD
NANCY A. WODKA
SHERRY A. QUIRK
DEAN R. BRENNER
FRANCES C. DELAURENTIS
TINA M. STIKAS*
NOY S. DAVIS
CYNTHIA KEEN PERLMAN
ANDREW D. ESKIN
JOHN A. MENKE
DANIEL J. KELLY*
ROBYN J. LIPTON
LAWRENCE N. COOPER**
DON C. LEWIS
DAVID M. KATINSKY**
LESLIE M. ALDEN*
JOYCE ANN NAUMANN MASSEY**
LINDA E. COLLIER**
R. MICHAEL REGAN, JR.**

GENE R. SCHLEPPENBACH
MITCHELL E. F. PLAVE
BENJAMIN H. FLOWE, JR.
SUSAN F. HECK*
MARK D. BACK
BRENDA FORD*
SUZANNE PAIGE COHEN*
SCOTT K. DAINES**
KARIN S. LEFF*
DAVID A. NAIMON*
JEFFREY M. SHERMAN*
WILLIAM A. MARKHAM*
STUART J. TENHOOR**
STEPHEN B. LEBAU*

OF COUNSEL
PAUL C. SHEELINE
MAX N. BERRY
AMY L. BONDURANT
RICHARD H. SALTSMAN

* NOT ADMITTED IN DC
+ ADMITTED IN VIRGINIA

JAMES M. VERNER*
EUGENE T. LIIPFERT
EMERITUS

BERL BERNHARD
HARRY MCPHERSON
LLOYD N. HAND
RONALD B. NATALIE
WILLIAM C. EVANS
MICHAEL J. ROBERTS
MARK J. ANDREWS
FRITZ R. KAHN
BERNHARDT K. WRUBLE
STUART F. PIERSON
THOMAS J. KELLER
JOHN A. MERRIGAN
RICHARD L. CYS
JOSEPH L. MANSON, III
L. JOHN OSBORN
ROGER M. WHELAN
WILLIAM H. CRISPIN
CLINTON A. VINCE

GLEN L. ORTMAN
ERWIN G. KRASNOW
DOUGLAS M. STEENLAND
JAMES F. HIBEY
LISLE C. CARTER, JR.
JULIA R. RICHARDSON
RUSSELL E. POMMER
MICHAEL J. WILHELM
GEORGE M. FOOTE, JR.*
BUEL WHITE*
WILLIAM F. ROEDER, JR.*
LEONARD E. SANTOS
ROY G. BOWMAN
JAMES C. CONNER
HOPEWELL H. DARNEILLE, III
DOUGLAS OCHS ADLER
RILEY K. TEMPLE*
A. WAYNE LALLE, JR.*
JOHN P. CAMPBELL*
MICHAEL J. BARTLETT*

LOUIS F. BESIO
VICE PRESIDENT FOR
FINANCE AND ADMINISTRATION
WRITER'S DIRECT DIAL NUMBER

(202) 775-1084

February 9, 1988

RECORDATION NO. 15028-E
FEB 9 1988

FEB 9 1988 - 3 15 PM

INTERSTATE COMMERCE COMMISSION

BY HAND

Noreta R. McGee, Secretary
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D.C. 20423

No. 8-040A072
Date FEB 9 1988
Fee \$ 13.00
ICC Washington, D.C.

ATTN: Ms. Mildred Lee, Room 2303

Dear Secretary McGee:

Enclosed for recordation under the provisions of 49 U.S.C. § 11303(a) and 49 C.F.R. Part 1177 are two (2) originals of a Partial Release dated February 1, 1988, executed by Exchange National Bank of Chicago ("Releasor") in favor of Peter V. Fazio, Jr., Trustee under a Trust Agreement dated July 31, 1984 ("Obligor"), involving certain railroad cars as described herein.

Certain of the cars described below relate to the primary document recorded under Recordation No. 15028. We request that the enclosed document be cross-indexed.

The names and addresses of the parties to the document are as follows:

Obligor: Peter V. Fazio, Jr., Trustee
c/o International Capital Equipment, Inc.
1890 Palmer Avenue
Larchmont, New York 10538

Counterpart - Mark D. Back

100 OFFICE OF THE SECRETARY
FEB 9 3 12 PM '88
MOTOR OPERATING UNIT

Noretta R. McGee, Secretary
February 9, 1988
Page 2

Releasor: Exchange National Bank of Chicago
120 South LaSalle
Chicago, Illinois 60603

A description of the equipment covered by the document is as follows: One hundred and twenty-three (123) one hundred ton trough hatch covered hopper cars of approximately 4,750 cubic feet bearing the railroad car numbers and markings listed on the Exhibit attached hereto and incorporated herein by reference.

A fee of \$13.00 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to:

Anitra D. Lanczi, Esquire
Hinckley, Allen, Snyder & Comen
One Boston Place
Boston, Massachusetts 02108

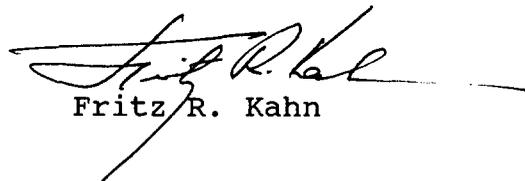
A brief summary of the enclosed document is as follows:

In accordance with the Partial Release dated February 1, 1988, executed by Exchange National Bank of Chicago ("Releasor") in favor of Peter V. Fazio, Jr., Trustee under a Trust Agreement dated July 31, 1984 ("Obligor"), Releasor has released Obligor from any and all claims relating to certain railroad cars covered by the enclosed document.

The undersigned is Interstate Commerce Commission Counsel for the above-described transaction and, as such, has knowledge of the matters set forth herein.

If you have any questions or if I may otherwise be of assistance, please do not hesitate to contact me.

Sincerely yours,



Fritz R. Kahn

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Anitra D. Lanczi, Esq.
Hinckley, Allen, Snyder & Cohn
One Boston Place
Boston, MA 02108

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 2/9/88 at 3:15PM, and assigned recordation number(s). 15414-B, 14761-C & 15028-E

Sincerely yours,

Anitra D. Lanczi

Secretary

Enclosure(s)

EXHIBIT

Railroad Car Numbers

800856	801133	801173	801220	801366
800858	801134	801176	801222	801369
800860	801137	801177	801223	801370
800862	801139	801178	801308	801371
800865	801140	801179	801310	801372
800866	801141	801180	801313	801373
800867	801142	801181	801315	801374
800868	801144	801182	801318	801379
800870	801149	801183	801325	801381
800871	801150	801185	801329	801382
800872	801151	801187	801332	801383
800873	801152	801190	801333	801385
800874	801155	801192	801334	801397
801034	801156	801193	801345	801398
801035	801157	801194	801347	801400
801041	801159	801195	801351	801401
801042	801161	801198	801354	801402
801121	801162	801202	801357	801404
801123	801164	801203	801358	801406
801124	801165	801205	801359	801409
801125	801166	801207	801360	801410
801126	801168	801209	801361	801412
801129	801170	801213	801362	801186
801131	801171	801216	801364	801338
801132	801172	801219		

PARTIAL RELEASE

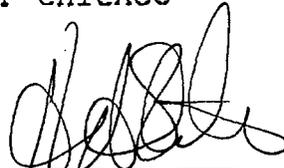
FEB 9 1988 -3 15 PM

INTERSTATE COMMERCE COMMISSION

TO ALL OF WHOM THESE PRESENTS SHALL COME OR MAY CONCERN, KNOW THAT EXCHANGE NATIONAL BANK OF CHICAGO, a national banking association, organized under the laws of the United States of America, as ("Releasor"), in consideration of the sum of ONE DOLLAR (\$1.00), paid by or on behalf of PETER V. FAZIO, JR., not individually, but solely as Trustee under a Trust Agreement dated July 31, 1984 ("Obligor"), receipt and sufficiency of which is hereby acknowledged, releases from any and all claims and demands whatsoever, in law, or equity which, against the Obligor, the Releasor, its successors and assigns ever had, now have or hereafter can, shall or may, have for, upon, or by reason of, arising out of or in connection with that one (1) covered Hopper Rail Car described more fully in Exhibit "A", attached hereto, which was specifically assigned by Obligor to Releasor as collateral pursuant to a certain Security Agreement dated July 31, 1986, and recorded with the Interstate Commerce Commission on August 14, 1986, as Recordation No. 15028; in connection with those seventy-two (72) covered Hopper Rail Cars described more fully in Exhibit "B", attached hereto, which were specifically assigned by Obligor to Releasor as collateral pursuant to a certain Security Agreement (Chattel Mortgage) dated July 26, 1985, and recorded with the Interstate Commerce Commission on August 5, 1985, as Recordation No. 14761; and in connection with those fifty (50) covered Hopper Rail Cars described more fully in Exhibit "C", attached hereto, which are covered by a certain Railroad Car Net Lease Agreement dated June 15, 1987, between Caldwell Baker Corporation (as agent for Obligor) and Burlington Northern Railroad Company, and recorded with the Interstate Commerce Commission on December 17, 1987, as Recordation No. 15414.

IN WITNESS WHEREOF, EXCHANGE NATIONAL BANK OF CHICAGO, a national banking association, by its duly authorized officer has hereunto set his hand and seal this 1st day of February, 1988.

EXCHANGE NATIONAL BANK
OF CHICAGO

By: 
Its: _____

ATTEST:

By: Wayne J. Kelly V.P.
Its: _____

NO. 144

ACKNOWLEDGEMENT

State of Illinois)
County of Cook) ss:

On this 1st day of February, 1988, before me personally appeared, H. A. Steber, to me personally known, who being by me duly sworn, says that he is the Sr. Vice President of Exchange National Bank of Chicago, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, 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.

Ruth Loh
Notary Public

My Commission expires: My Commission Expires August 18, 1989

EXHIBIT "A"

Railroad Car Number

801186

EXHIBIT "B"

Railroad Car Numbers

801034	801187
801121	801190
801123	801192
801125	801193
801126	801194
801129	801195
801131	801202
801132	801205
801134	801207
801137	801209
801139	801213
801140	801216
801141	801222
801142	801310
801144	801313
801150	801315
801151	801333
801152	801334
801155	801347
801156	801357
801157	801358
801159	801360
801164	801362
801165	801366
801166	801370
801168	801373
801171	801374
801172	801379
801177	801381
801178	801383
801179	801385
801180	801397
801181	801398
801182	801409
801183	801412
801185	801338

EXHIBIT "C"

Railroad Car Numbers

800858	801325
800860	801329
800865	801332
800872	801345
801124	801351
801133	801354
801149	801359
801161	801361
801162	801364
801170	801369
801173	801371
801176	801372
801198	801382
801203	801400
801219	801401
801220	801402
801223	801404
801308	801406
801318	801410
800856	800862
800866	800867
800868	800870
800871	800873
800874	801035
801041	801042