



DEC 29 1978 -9 03 AM

INTERSTATE COMMERCE COMMISSION

RELEASE AND ASSIGNMENT

In consideration of \$2,164,745.00 and other valuable consideration, Pullman Incorporated (Pullman Standard Division), a Delaware corporation (the "Manufacturer"), the manufacturer under a Conditional Sale Agreement dated as of November 13, 1978 (herein the "Conditional Sale Agreement") with ITEL CORPORATION, a Delaware corporation acting through its Rail Division (ITEL CORPORATION-Rail Division), recorded on November 20, 1978 with the Interstate Commerce Commission as Recordation No. 9852, hereby releases and discharges ITEL CORPORATION, a Delaware corporation, from any and all liability or other obligation which ITEL CORPORATION may have under the Conditional Sale Agreement. Further, the Manufacturer hereby assigns to ITEL CORPORATION all of the Manufacturer's right, title and interest in and to 50 70-Ton 89'4" Flat Cars, numbered ERES 250000-250049 inclusive, which cars are covered by the Conditional Sale Agreement.

Dated: December 27, 1978

PULLMAN INCORPORATED  
(Pullman Standard Division)

ATTEST:

By James B. Shein  
Vice President-Freight Unit

William O. O'Connell  
Assistant Secretary

STATE OF ILLINOIS )  
                          ) SS:  
COUNTY OF COOK    )

On December 27, 1978, before me personally appeared James B. Shein, to me personally known, who being by me duly sworn says that he is the Vice President of the Freight Unit Pullman Incorporated (Pullman Standard Division), that the seal affixed to the foregoing instrument is the corporate seal of that corporation, that said instrument was signed and sealed on behalf of that corporation by authority of its Board of Directors, and he acknowledged that the execution of that instrument was the free act and deed of that corporation.

Sharon L. Olson  
Notary Public