

MCCANN, GARLAND, RIDALL & BURKE

ATTORNEYS AT LAW
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PITTSBURGH PENNSYLVANIA 15228

AREA CODE 412
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19811978

FACSIMILE
(412) 846-1817

G. GRAY GARLAND, JR.
EDMUND W. RIDALL, JR.
CHARLES E. BURKE
EDWARD C. WACHTER, JR.
STEPHEN JURMAN
MICHAEL J. WOODRING
THERA G. EVANKOVICH
EWING C. BASHOR
GREGORY G. DONALDSON
BERNARD J. HERRICK, JR.
TERRY J. HEDGES

1-091A013

April 1, 1991

APR 1 1991 -2 00 PM

INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Washington, D.C.

Dear Madam:

Enclosed for recordation pursuant to the provisions of Section 11303(a) of Title 49 of the United States Code and the rules and regulations thereunder is two (2) executed counterparts of an Agreement of Termination, Release and Satisfaction among First Trust National Association, First National Bank and Trust Company of Evanston, N.A. now known as First Illinois Bank of Evanston, N.A., Continental American Life Insurance Co., General American Life Insurance Company, Life Insurance Company of Virginia, Ohio National Life Insurance Co., Pan American Life Insurance Co., Safeco Life Insurance Co. and Westinghouse Credit Corporation dated as of March 28, 1991.

The primary documents to which the enclosed Agreement of Termination, Release and Satisfaction are connected are recorded under Recordation No. 8815 and 8116; we request that the enclosed document be recorded as a secondary document thereto.

A general description of the railroad equipment covered by the enclosed document is:

<u>DESCRIPTION</u>	<u>QUANTITY</u>	<u>CAR NUMBERS</u>
A. 4750 cubic feet capacity, 100-ton covered hopper railroad cars, manufactured by Pullman Standard in 1975, bearing Running Marks and Numbers	143	NW 712000 through NW 712149 (originally ITC 2000 through 2149)
B. 52' 6", 100 ton gondola railroad cars with 4' 6" sides, manufactured by Pullman Standard in 1975 bearing Running Marks and Numbers	38	NW 713862 through NW 713899 (originally ITC 3862 through 3899)

Total: 181

Copy to - Jimmy M. Dawson

MOTOR OPERATING UNIT
APR 1 2 00 AM '91

8116-G
RECORDED

The names and addresses of the parties to the enclosed document are:

Agreement of Termination, Release and Satisfaction dated as of March 28, 1991.

Life Insurance Company of Virginia
6610 West Broad Street
Richmond, VA 23261

Continental American Life Insurance Company
c/o Mertz & Meyer
Wilmington Trust Co.
1 Rodney Square
Wilmington, DE 19890

Ohio National Life Insurance Co.
237 William Howard Taft Road
Cincinnati, OH 45219

General American Life Insurance Co.
700 Market Street
St. Louis, MO 63101

First Trust National Association
Second Floor, First Trust Center
180 E. 5th Street
St. Paul, MN 55101

First National Bank and Trust Company of
Evanston, NA now known as
First Illinois Bank of Evanston, NA
800 Davis Street
Evanston, IL 60204-0712

Pan American Life Insurance Co.
601 Poydras
28th Floor
New Orleans, LA 70130

Safeco Life Insurance Co.
4333 Brooklyn Ave. North
Safeco Plaza
Seattle, WA 98185

Westinghouse Credit Corporation
One Oxford Centre
Pittsburgh, PA 15219

A fee of \$ 15 is enclosed. Please return the originals and any copies not needed by the Commission for recordation to me.

You are hereby authorized to deliver any and all executed copies of the Agreement of Termination, Release and Satisfaction not needed by the Commission, with filing data noted thereon, following recordation, to the representative of Messrs. Sidley & Austin, who is delivering this letter and said enclosures to you.

MCCANN, GARLAND, RIDALL & BURKE

By


Michael C. Woodring

Enclosures

07LT39/37

REGISTRATION NO. 8116-G FILED 1991

APR 1 1991 2:00 PM
INTERSTATE COMMERCE COMMISSION

AGREEMENT OF TERMINATION,
RELEASE AND SATISFACTION

This Agreement of Termination, Release and Satisfaction is entered into as of the 28th day of March, 1991 by and among First Trust National Association, the successor agent to First National Bank of Minneapolis, as Agent ("Agent") under a Finance Agreement dated as of September 15, 1975, ("Finance Agreement"), and First National Bank and Trust Company of Evanston, NA, as Trustee ("Trustee") under that certain Trust Agreement dated as of September 15, 1975, between Trustee and Borg-Warner Equities Corporation ("Trust Agreement") and Continental American Life Insurance Co., General American Life Insurance Company, Life Insurance Company of Virginia, Ohio National Life Insurance Co., Pan American Life Insurance Co., and Safeco Life Insurance Co., investors under the terms of the Finance Agreement ("Investors") and Westinghouse Credit Corporation ("WCC").

WHEREAS, Pullman Incorporated (Pullman-Standard Division), Midwest Freight Car Company, as Manufacturers, and Trustee and Illinois Railroad Company, as lessee, entered into a Conditional Sale Agreement dated as of September 15, 1975, (the "Conditional Sale Agreement");

WHEREAS, the Conditional Sale Agreement was duly recorded with the Interstate Commerce Commission in accordance with Section 20(c) of the Interstate Commerce Act (now Section 49 U.S.C. Section 11303(a) of the Interstate Commerce Act), on November 12, 1975 at 10:05 a.m. and assigned recordation number 8115;

WHEREAS, Agent was the assignee of Pullman Incorporated (Pullman Standard Division) and Midwest Freight Car Company (the "Assignor"), pursuant to an Agreement and Assignment dated as of September 15, 1975 ("Assignment"), of the Assignor's right, title and interest in and to the Conditional Sale Agreement duly recorded with the Interstate Commerce Commission in Accordance with Section

20(c) of the Interstate Commerce Act (now Section 49 U.S.C. Section 11303(a) of the Interstate Act), on November 12, 1975 at 10:05 p.m. and assigned recordation number 8115-A;

WHEREAS, WCC as assignee of BWAC SUB TWO, INC. as successor to Borg-Warner Equities Corporation, pursuant to the terms of a Bill of Sale, Assignment and Assumption, both dated as of December 29, 1988, ("Bill of Sale"), is beneficiary under the Trust Agreement;

WHEREAS, two counterparts of the Bill of Sale were duly recorded with the Interstate Commerce Commission in accordance with Section 20(c) of the Interstate Commerce Act (now Section 49 U.S.C. Section 11303(a) of the Interstate Commerce Act), on December 29, 1988 and assigned recordation number 8115-B and 8116-C, respectively;

WHEREAS, Illinois Terminal Railroad Company ("Illinois"), as lessee entered into a Equipment Lease dated as of September 15, 1975 (the "Lease") with Trustee as lessor, which was duly recorded with the Interstate Commerce Commission in accordance with Section 20(c) of the Interstate Commerce Act (now Section 49 U.S.C. Section 11303(a) of the Interstate Commerce Act), on November 12, 1975 at 10:05 a.m. and assigned recordation number 8116;

WHEREAS, Illinois and Norfolk and Western Railway Company ("Norfolk") entered into an Assignment and Assumption Agreement dated as of September 1, 1981, ("Assignment and Assumption Agreement") assigning Illinois' interest in the Lease to Norfolk, which was duly recorded with the Interstate Commerce Commission in accordance with Section 20(c) of the Interstate Commerce Act (now Section 49 U.S.C. Section 11303(a) of the Interstate Commerce Act), on September 1, 1981 at 10:05 a.m. and assigned recordation number 8116-A;

WHEREAS, all of Trustee's obligations to Agent under the Conditional Sale Agreement have been paid in full and fully satisfied, and the aforesaid Finance Agreement have by their terms terminated;

WHEREAS, WCC has sold the one hundred eighty-one (181) Cars remaining (Road Numbers as set forth in Schedule A attached hereto) (the "Cars") to General Electric Railroad Leasing Services Corporation ("GERLC") and WCC and GERLC have requested Agent, Trustee, WCC and Investors to execute this Agreement of Termination, Release and Satisfaction.

NOW, THEREFORE, Agent, Trustee, each of the Investors and WCC have caused this Agreement of Termination and Satisfaction to be duly executed in their corporate names, by their officers thereunto duly authorized, and their corporate seals to be affixed and duly attested to evidence the termination of all of Agent's, Investor's, Trustee's respective right, title and interest, if any, in and to the Finance Agreement, the Assignment, the Assignment and Assumption Agreement, the Trust Agreement, the Conditional Sale Agreement, the Lease, and the Cars and WCC's right, title and interest in and to the Finance Agreement, the Assignment, the Assignment and Assumption Agreement, the Trust Agreement, the Bill of Sale, the Conditional Sale Agreement, and the Cars.

In addition, each of the undersigned agrees that this Agreement of Termination, Release and Satisfaction may be executed in one or more counterparts and such counterparts together shall be one and the same agreement.

ATTEST:

By Eric Soder
Title Asst Sec

FIRST TRUST NATIONAL ASSOCIATION

By [Signature]
Title Asst Vice Pres

ATTEST:

By _____
Title _____

FIRST NATIONAL BANK AND TRUST
COMPANY OF EVANSTON, NA

By _____
Title _____

ATTEST:

By _____
Title _____

CONTINENTAL AMERICAN LIFE
INSURANCE CO.

By _____
Title _____

ATTEST:

By _____
Title _____

GENERAL AMERICAN LIFE INSURANCE
COMPANY

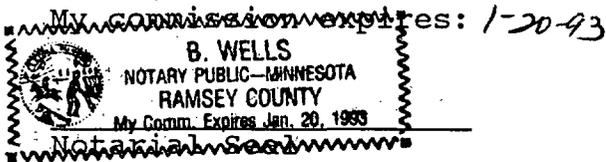
By _____
Title _____

STATE OF Minnesota)
)
COUNTY OF Ramsey)

On this 25th day of March, 1991, before me personally came K.C. Albright, to me known, who, being by me duly sworn, did depose and say that he is Asst. Vice President of First Trust National Association the association described in and which executed the foregoing Agreement of Termination, Release and Satisfaction in its capacity, and he acknowledged to me that he executed the same by order of the Board of Directors of said association and that such Agreement of Termination, Release and Satisfaction was the free act and deed of said association in its capacity aforesaid.

B. Wells

Notary Public



STATE OF _____)
)
COUNTY OF _____)

On this _____ day of _____, 1991, before me personally came _____, to me known, who, being by me duly sworn, did depose and say that he is _____ of First National Bank and Trust Company of Evanston, N.A. the corporation described in and which executed the foregoing Agreement of Termination, Release and Satisfaction in its capacity, and he acknowledged to me that he executed the same by order of the Board of Directors of said corporation and that such Agreement of Termination, Release and Satisfaction was the free act and deed of said corporation in its capacity aforesaid.

Notary Public

My commission expires:

Notarial Seal

ATTEST:

FIRST TRUST NATIONAL ASSOCIATION

By _____

By _____

Title _____

Title _____

ATTEST:

cut FIRST ILLINOIS BANK OF EVANSTON, W.A.,
formerly doing business as
FIRST NATIONAL BANK AND TRUST *cut*
COMPANY OF EVANSTON, ~~IA~~
not individually but solely as Trustee

By _____

By *Charles W. Trammel*

Title _____

Title VICE PRESIDENT and TRUST OFFICER

ATTEST:

CONTINENTAL AMERICAN LIFE
INSURANCE CO.

By _____

By _____

Title _____

Title _____

ATTEST:

GENERAL AMERICAN LIFE INSURANCE
COMPANY

By _____

By _____

Title _____

Title _____

STATE OF _____)
)
COUNTY OF _____)

On this _____ day of _____, 1991, before me personally came _____, to me known, who, being by me duly sworn, did depose and say that he is _____ of First Trust National Association the association described in and which executed the foregoing Agreement of Termination, Release and Satisfaction in its capacity, and he acknowledged to me that he executed the same by order of the Board of Directors of said association and that such Agreement of Termination, Release and Satisfaction was the free act and deed of said association in its capacity aforesaid.

Notary Public

My commission expires:

Notarial Seal

STATE OF ILLINOIS)
)
COUNTY OF COOK)

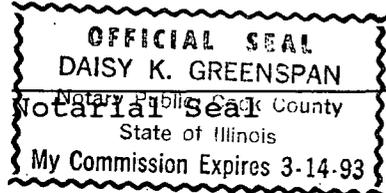
of First
Illinois
Bank of
Evanston,
N.A., formerly
doing
business
as

cut On this 25th day of March, 1991, before me personally came CHARLES W. TRAMEL, to me known, who, being by me duly sworn, did depose and say that he is VICE PRESIDENT and TRUST OFFICER of First National Bank and Trust Company of Evanston, ~~N.A.~~ the corporation described in and which executed the foregoing Agreement of Termination, Release and Satisfaction in its capacity, and he acknowledged to me that he executed the same by order of the Board of Directors of said corporation and that such Agreement of Termination, Release and Satisfaction was the free act and deed of said corporation in its capacity aforesaid. *cut*

Daisy K. Greenspan

Notary Public

My commission expires:



ATTEST:

FIRST TRUST NATIONAL ASSOCIATION

By _____

By _____

Title _____

Title _____

ATTEST:

FIRST NATIONAL BANK AND TRUST
COMPANY OF EVANSTON, NA

By _____

By _____

Title _____

Title _____

ATTEST:

CONTINENTAL AMERICAN LIFE
INSURANCE CO.

By _____

By *Sana M. Shlich*

Title _____

Title *Investment Officer*

ATTEST:

GENERAL AMERICAN LIFE INSURANCE
COMPANY

By _____

By _____

Title _____

Title _____

STATE OF Pennsylvania)
COUNTY OF Philadelphia)

On this 27th day of March, 1991, before me personally came Dina Welch, to me known, who, being by me duly sworn, did depose and say that he is Investment Officer of Continental American Life Insurance Co. the corporation described in and which executed the foregoing Agreement of Termination, Release and Satisfaction in its capacity, and he acknowledged to me that he executed the same by order of the Board of Directors of said association and that such Agreement of Termination, Release and Satisfaction was the free act and deed of said corporation in its capacity aforesaid.

Susan G. Rockelmann
Notary Public

My commission expires:
NOTARIAL SEAL
SUSAN G. ROCKELMANN, Notary Public
City of Philadelphia, Phila. County
My Commission Expires January 23, 1995

Notarial Seal



STATE OF _____)
COUNTY OF _____)

On this _____ day of _____, 1991, before me personally came _____, to me known, who, being by me duly sworn, did depose and say that he is _____ of General American Life Insurance Company the corporation described in and which executed the foregoing Agreement of Termination, Release and Satisfaction in its capacity, and he acknowledged to me that he executed the same by order of the Board of Directors of said corporation and that such Agreement of Termination, Release and Satisfaction was the free act and deed of said corporation in its capacity aforesaid.

Notary Public

My commission expires:

Notarial Seal

ATTEST:

FIRST TRUST NATIONAL ASSOCIATION

By _____

By _____

Title _____

Title _____

ATTEST:

FIRST NATIONAL BANK AND TRUST
COMPANY OF EVANSTON, NA

By _____

By _____

Title _____

Title _____

ATTEST:

CONTINENTAL AMERICAN LIFE
INSURANCE CO.

By _____

By _____

Title _____

Title _____

ATTEST:

GENERAL AMERICAN LIFE INSURANCE
COMPANY

By Laura A. Caro

By Leonard M. Rubenstein *yrc*

Title Assistant Portfolio
manager

Title Leonard M. Rubenstein
Executive Vice President and Treasurer

STATE OF _____)
)
COUNTY OF _____)

On this _____ day of _____, 1991, before me personally came _____, to me known, who, being by me duly sworn, did depose and say that he is _____ of Continental American Life Insurance Co. the corporation described in and which executed the foregoing Agreement of Termination, Release and Satisfaction in its capacity, and he acknowledged to me that he executed the same by order of the Board of Directors of said association and that such Agreement of Termination, Release and Satisfaction was the free act and deed of said corporation in its capacity aforesaid.

Notary Public

My commission expires:

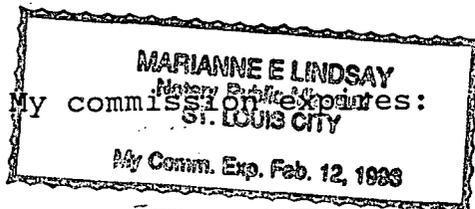
Notarial Seal

STATE OF Missouri)
)
COUNTY OF St. Louis)

On this 27th day of March, 1991, before me personally came Leonard M. Rubenstein, to me known, who, being by me duly sworn, did depose and say that he is EX VP + Treasurer of General American Life Insurance Company the corporation described in and which executed the foregoing Agreement of Termination, Release and Satisfaction in its capacity, and he acknowledged to me that he executed the same by order of the Board of Directors of said corporation and that such Agreement of Termination, Release and Satisfaction was the free act and deed of said corporation in its capacity aforesaid.

Marianne E Lindsay

Notary Public



Notarial Seal

ATTEST:

LIFE INSURANCE COMPANY OF VIRGINIA

By Paul J. Van Kampen
Title Vice Pres.

By James F. Walters
Title AVP

ATTEST:

OHIO NATIONAL LIFE INSURANCE CO.

By _____
Title _____

By _____
Title _____

ATTEST:

PAN AMERICAN LIFE INSURANCE CO.

By _____
Title _____

By _____
Title _____

ATTEST:

SAFECO LIFE INSURANCE CO.

By _____
Title _____

By _____
Title _____

STATE OF Virginia)
)
COUNTY OF Henrico)

On this 26 day of March, 1991, before me personally came Paul L. Van Kampen, to me known, who, being by me duly sworn, did depose and say that he is Vice President of Life Insurance Company of Virginia the corporation described in and which executed the foregoing Agreement of Termination, Release and Satisfaction in its capacity, and he acknowledged to me that he executed the same by order of the Board of Directors of said association and that such Agreement of Termination, Release and Satisfaction was the free act and deed of said corporation in its capacity aforesaid.

Paul A. Phillip
Notary Public

My commission expires:

3-16-92
Notarial Seal

STATE OF _____)
)
COUNTY OF _____)

On this _____ day of _____, 1991, before me personally came _____, to me known, who, being by me duly sworn, did depose and say that he is _____ of Ohio National Life Insurance Co. the corporation described in and which executed the foregoing Agreement of Termination, Release and Satisfaction in its capacity, and he acknowledged to me that he executed the same by order of the Board of Directors of said corporation and that such Agreement of Termination, Release and Satisfaction was the free act and deed of said corporation in its capacity aforesaid.

Notary Public

My commission expires:

Notarial Seal

ATTEST:

LIFE INSURANCE COMPANY OF VIRGINIA

By _____

By _____

Title _____

Title _____

ATTEST:

OHIO NATIONAL LIFE INSURANCE CO.

By *Daniel W. Frey*

By *Joseph P. Brom*

Title MANAGER
INVESTMENT ADMINISTRATION

Title Joseph P. Brom, Vice Pres., Investments

ATTEST:

PAN AMERICAN LIFE INSURANCE CO.

By _____

By _____

Title _____

Title _____

ATTEST:

SAFECO LIFE INSURANCE CO.

By _____

By _____

Title _____

Title _____

STATE OF _____)
)
COUNTY OF _____)

On this _____ day of _____, 1991, before me personally came _____, to me known, who, being by me duly sworn, did depose and say that he is _____ of Life Insurance Company of Virginia the corporation described in and which executed the foregoing Agreement of Termination, Release and Satisfaction in its capacity, and he acknowledged to me that he executed the same by order of the Board of Directors of said association and that such Agreement of Termination, Release and Satisfaction was the free act and deed of said corporation in its capacity aforesaid.

Notary Public

My commission expires:

Notarial Seal

STATE OF OHIO)
)
COUNTY OF HAMILTON)

On this 27th day of March, 1991, before me personally came Joseph P. Brom, to me known, who, being by me duly sworn, did depose and say that he is VP-Investments of Ohio National Life Insurance Co. the corporation described in and which executed the foregoing Agreement of Termination, Release and Satisfaction in its capacity, and he acknowledged to me that he executed the same by order of the Board of Directors of said corporation and that such Agreement of Termination, Release and Satisfaction was the free act and deed of said corporation in its capacity aforesaid.

Linda D. Worley
Notary Public

My commission expires:

Notarial Seal



LINDA D. WORLEY
Notary Public, State of Ohio
My Commission Expires July 24, 1994

ATTEST:

LIFE INSURANCE COMPANY OF VIRGINIA

By _____

By _____

Title _____

Title _____

ATTEST:

OHIO NATIONAL LIFE INSURANCE CO.

By _____

By _____

Title _____

Title _____

ATTEST:

PAN AMERICAN LIFE INSURANCE CO.

By _____

By *Robert E. VanArsdall*
ROBERT E. VANARSDALL, C.F.A.

Title _____

Title Senior Vice President, Investments *ME*

ATTEST:

SAFECO LIFE INSURANCE CO.

By _____

By _____

Title _____

Title _____

STATE OF LOUISIANA)
)
PARISH OF ORLEANS)

On this 25th day of March, 1991, before me personally came Robert E. VanArsdall, to me known, who, being by me duly sworn, did depose and say that he is Sr. V.P., Investments of Pan American Life Insurance Co. the corporation described in and which executed the foregoing Agreement of Termination, Release and Satisfaction in its capacity, and he acknowledged to me that he executed the same by order of the Board of Directors of said association and that such Agreement of Termination, Release and Satisfaction was the free act and deed of said corporation in its capacity aforesaid.

William T. Heer
Notary Public

My commission expires:

Notarial Seal

STATE OF _____)
)
COUNTY OF _____)

On this _____ day of _____, 1991, before me personally came _____, to me known, who, being by me duly sworn, did depose and say that he is _____ of Safeco Life Insurance Co. the corporation described in and which executed the foregoing Agreement of Termination, Release and Satisfaction in its capacity, and he acknowledged to me that he executed the same by order of the Board of Directors of said corporation and that such Agreement of Termination, Release and Satisfaction was the free act and deed of said corporation in its capacity aforesaid.

Notary Public

My commission expires:

Notarial Seal

ATTEST:

LIFE INSURANCE COMPANY OF VIRGINIA

By _____

By _____

Title _____

Title _____

ATTEST:

OHIO NATIONAL LIFE INSURANCE CO.

By _____

By _____

Title _____

Title _____

ATTEST:

PAN AMERICAN LIFE INSURANCE CO.

By _____

By _____

Title _____

Title _____

ATTEST:

SAFECO LIFE INSURANCE CO.

BY Richard W. Hubbard
Sr. VICE PRESIDENT AND TREASURER

BY Ronald Spaulding
Vice President

STATE OF _____)
COUNTY OF _____)

On this _____ day of _____, 1991, before me personally came _____, to me known, who, being by me duly sworn, did depose and say that he is _____ of Pan American Life Insurance Co. the corporation described in and which executed the foregoing Agreement of Termination, Release and Satisfaction in its capacity, and he acknowledged to me that he executed the same by order of the Board of Directors of said association and that such Agreement of Termination, Release and Satisfaction was the free act and deed of said corporation in its capacity aforesaid.

Notary Public

My commission expires:

Notarial Seal

STATE OF Washington)
COUNTY OF King)

On this 26th day of March, 1991, before me personally came Ronald Spaulding, to me known, who, being by me duly sworn, did depose and say that he is Vice President of Safeco Life Insurance Co. the corporation described in and which executed the foregoing Agreement of Termination, Release and Satisfaction in its capacity, and he acknowledged to me that he was authorized to execute the same on behalf _____ of said corporation and that such Agreement of Termination, Release and Satisfaction was the free act and deed of said corporation in its capacity aforesaid.

Janice Oakes Schaper
Notary Public

My commission expires:

12-19-94
Notarial Seal



ATTEST:

WESTINGHOUSE CREDIT CORPORATION

By _____

By Sally Wain

Title _____

Title EQUIPMENT MANAGER

STATE OF Pennsylvania)
COUNTY OF Allegheny)

On this 2^{1st} day of March, 1991, before me personally came Sally Warren to me known, who, being by me duly sworn, did depose and say that she is Equipment Manager of Westinghouse Credit Corporation the corporation described in and which executed the foregoing Agreement of Termination, Release and Satisfaction in its capacity, and she acknowledged to me that she executed the same by order of the Board of Directors of said corporation and that such Agreement of Termination, Release and Satisfaction was the free act and deed of said corporation in its capacity aforesaid.

Christine J. Gunia
Notary Public

My commission expires:

Notarial Seal

0763/I

NOTARIAL SEAL
CHRISTINE J. GUNIA, NOTARY PUBLIC
PITTSBURGH, ALLEGHENY COUNTY
MY COMMISSION EXPIRES JULY 11, 1992
Member, Pennsylvania Association of Notaries

Schedule A

Description and Car Numbers

One hundred forty three (143) covered hopper cars.

Initial	Number	Cost	Built	LtWt	Renumbrd
ITC	2000	27,300	11/75	61,300	712000
ITC	2001	27,300	11/75	60,600	
ITC	2002	27,300	11/75	59,500	
ITC	2003	27,300	11/75	61,000	
ITC	2004	27,300	11/75	60,500	
ITC	2005	27,300	11/75	61,000	
ITC	2006	27,300	11/75	64,200	
ITC	2007	27,300	11/75	66,100	
ITC	2008	27,300	11/75	81,000	
ITC	2009	27,300	11/75	61,600	712009
ITC	2010	27,300	11/75	60,100	712010
ITC	2011	27,300	11/75	61,100	
ITC	2012	27,300	11/75	60,800	
ITC	2013	27,300	11/75	60,800	
ITC	2014	27,300	11/75	60,700	
ITC	2016	27,300	11/75	60,500	712016
ITC	2017	27,300	11/75	61,000	
ITC	2018	27,300	11/75	60,800	
ITC	2019	27,300	11/75	60,100	
ITC	2020	27,300	11/75	60,500	
ITC	2021	27,300	11/75	60,400	
ITC	2022	27,300	11/75	62,800	
ITC	2023	27,300	11/75	60,400	
ITC	2024	27,300	11/75	60,500	
ITC	2025	27,300	11/75	60,800	
ITC	2026	27,300	11/75	60,800	
ITC	2027	27,300	11/75	60,600	
ITC	2028	27,300	11/75	60,400	
ITC	2028	27,300	11/75	61,000	
ITC	2030	27,300	11/75	60,300	
ITC	2031	27,300	11/75	60,100	
ITC	2032	27,300	11/75	60,800	712032
ITC	2033	27,300	11/75	58,900	
ITC	2034	27,300	11/75	60,800	
ITC	2035	27,300	11/75	60,900	712035
ITC	2036	27,300	11/75	59,100	
ITC	2038	27,300	11/75	61,500	
ITC	2039	27,300	11/75	59,500	
ITC	2040	27,300	11/75	60,400	712040
ITC	2041	27,300	11/75	60,400	
ITC	2042	27,300	11/75	60,700	
ITC	2043	27,300	11/75	60,600	
ITC	2044	27,300	11/75	62,700	
ITC	2045	27,300	11/75	61,300	712045
ITC	2046	27,300	11/75	60,400	
ITC	2047	27,300	11/75	59,000	
ITC	2048	27,300	11/75	60,400	
ITC	2049	27,300	11/75	61,500	
ITC	2050	27,300	11/75	59,900	
ITC	2051	27,300	11/75	60,500	
ITC	2052	27,300	11/75	60,000	
ITC	2053	27,300	11/75	60,800	
ITC	2054	27,300	11/75	60,200	
ITC	2055	27,300	11/75	60,700	
ITC	2056	27,300	11/75	61,200	

Initial	Number	Cost	Built	LtWt	Renumbrd
ITC	2058	27,300	11/75	60,900	
ITC	2059	27,300	11/75	61,600	
ITC	2060	27,300	11/75	80,300	
ITC	2061	27,300	11/75	61,300	712061
ITC	2062	27,300	11/75	60,700	
ITC	2063	27,300	11/75	81,200	
ITC	2084	27,300	11/75	61,700	
ITC	2085	27,300	11/75	80,300	
ITC	2086	27,300	11/75	80,300	
ITC	2087	27,300	11/75	61,000	
ITC	2088	27,300	11/75	80,800	
ITC	2089	27,300	11/75	80,600	
ITC	2070	27,300	11/75	82,100	712070
ITC	2071	27,300	11/75	80,800	
ITC	2072	27,300	11/75	81,500	
ITC	2073	27,300	11/75	80,600	
ITC	2074	27,300	11/75	61,300	712074
ITC	2075	27,300	11/75	80,200	
ITC	2076	27,300	11/75	80,200	
ITC	2077	27,300	11/75	60,400	
ITC	2078	27,300	11/75	60,200	
ITC	2079	27,300	11/75	80,300	
ITC	2080	27,300	11/75	58,800	
ITC	2081	27,300	11/75	60,800	
ITC	2082	27,300	11/75	60,100	
ITC	2083	27,300	11/75	60,200	
ITC	2084	27,300	11/75	60,600	712084
ITC	2085	27,300	11/75	81,300	
ITC	2086	27,300	11/75	80,300	
ITC	2087	27,300	11/75	80,100	
ITC	2088	27,300	11/75	61,100	
ITC	2089	27,300	11/75	80,100	
ITC	2090	27,300	11/75	59,800	712090
ITC	2081	27,300	11/75	60,400	
ITC	2092	27,300	11/75	60,000	
ITC	2093	27,300	11/75	61,000	712093
ITC	2094	27,300	11/75	60,100	
ITC	2095	27,300	11/75	80,200	712095
ITC	2096	27,300	11/75	60,400	
ITC	2097	27,300	11/75	61,300	712097
ITC	2098	27,300	11/75	59,700	
ITC	2100	27,300	11/75	60,100	
ITC	2101	27,300	11/75	61,300	712101
ITC	2102	27,300	11/75	60,200	
ITC	2103	27,300	11/75	59,600	712103
ITC	2104	27,300	11/75	80,400	
ITC	2105	27,300	11/75	61,000	
ITC	2106	27,300	11/75	59,800	
ITC	2107	27,300	11/75	58,400	
ITC	2108	27,300	11/75	60,100	
ITC	2109	27,300	11/75	61,000	
ITC	2110	27,300	11/75	61,000	
ITC	2112	27,300	11/75	61,000	
ITC	2113	27,300	11/75	60,600	
ITC	2114	27,300	11/75	59,600	

Initial	Number	Cost	Built	LtWt	Renumbrd
ITC	2115	27,300	11/75	59,900	
ITC	2116	27,300	11/75	61,000	
ITC	2117	27,900	11/75	60,000	
ITC	2119	27,300	11/75	60,000	
ITC	2120	27,300	11/75	60,300	
ITC	2121	27,300	11/75	61,300	712121
ITC	2122	27,300	11/75	59,700	
ITC	2123	27,300	11/75	60,100	
ITC	2124	27,300	11/75	60,000	
ITC	2128	27,300	11/75	61,300	712128
ITC	2127	27,300	11/75	61,000	
ITC	2128	27,300	11/75	60,300	
ITC	2129	27,300	11/75	61,200	712129
ITC	2130	27,300	11/75	60,400	712130
ITC	2131	27,300	11/75	61,000	
ITC	2132	27,300	11/75	59,800	
ITC	2133	27,300	11/75	59,700	
ITC	2134	27,300	11/75	59,900	
ITC	2135	27,300	11/75	60,200	
ITC	2136	27,300	11/75	59,100	
ITC	2137	27,300	11/75	60,300	
ITC	2138	27,300	11/75	61,000	
ITC	2139	27,300	11/75	61,000	
ITC	2140	27,300	11/75	59,700	
ITC	2141	27,300	11/75	59,900	
ITC	2142	27,300	11/75	60,200	
ITC	2143	27,300	11/75	59,400	
ITC	2144	27,300	11/75	59,800	
ITC	2145	27,300	11/75	60,500	
ITC	2146	27,300	11/75	60,200	
ITC	2147	27,300	11/75	60,300	
ITC	2148	27,300	11/75	60,500	
ITC	2149	27,300	11/75	61,000	

Thirty eight (38) gondola cars.

Car numbers ITC 3862-3899, inclusive.

0763/TT

MCCANN, GARLAND, RIDALL & BURKE

ATTORNEYS AT LAW

SUITE 4000

808 SMITHFIELD STREET

PITTSBURGH, PENNSYLVANIA 15222

AREA CODE 412

TELEPHONE 806-1818

G. GRAY GARLAND, JR.
EDMUND W. RIDALL, JR.
CHARLES E. BURKE
EDWARD C. WACHTER, JR.
STEPHEN JURMAN
MICHAEL J. WOODRING
THEA G. EVANKOVICH
EWING C. BASHOR
GREGORY D. DONALDSON
BERNARD J. HERCIG, JR.
TERRY J. HINES

JOHN A. MCCANN
1984-1979

FACSIMILES
412 806-1817

April 1, 1991

1-091A013

8116-6
RECORDATION NO. **8116-6** FILE NO.

APR 1 1991 2:00 PM

INTERSTATE COMMERCE COMMISSION

MOTOR CARRIER UNIT
APR 1 2 00 AM '91

**Secretary
Interstate Commerce Commission
Washington, D.C.**

Dear Madam:

Enclosed for recordation pursuant to the provisions of Section 11303(a) of Title 49 of the United States Code and the rules and regulations thereunder is two (2) executed counterparts of an Agreement of Termination, Release and Satisfaction among First Trust National Association, First National Bank and Trust Company of Evanston, N.A. now known as First Illinois Bank of Evanston, N.A., Continental American Life Insurance Co., General American Life Insurance Company, Life Insurance Company of Virginia, Ohio National Life Insurance Co., Pan American Life Insurance Co., Safeco Life Insurance Co. and Westinghouse Credit Corporation dated as of March 28, 1991.

The primary documents to which the enclosed Agreement of Termination, Release and Satisfaction are connected are recorded under Recordation No. 8815 and 8116; we request that the enclosed document be recorded as a secondary document thereto.

A general description of the railroad equipment covered by the enclosed document is:

<u>DESCRIPTION</u>	<u>QUANTITY</u>	<u>CAR NUMBERS</u>
A. 4750 cubic feet capacity, 100-ton covered hopper railroad cars, manufactured by Pullman Standard in 1975, bearing Running Marks and Numbers	143	NW 712000 through NW 712149 (originally ITC 2000 through 2149)
B. 52' 6", 100 ton gondola railroad cars with 4' 6" sides, manufactured by Pullman Standard in 1975 bearing Running Marks and Numbers	38	NW 713862 through NW 713899 (originally ITC 3862 through 3899)

Total: 181

The names and addresses of the parties to the enclosed document are:

Agreement of Termination, Release and Satisfaction dated as of March 28, 1991.

Life Insurance Company of Virginia
6610 West Broad Street
Richmond, VA 23261

Continental American Life Insurance Company
c/o Mertz & Meyer
Wilmington Trust Co.
1 Rodney Square
Wilmington, DE 19890

Ohio National Life Insurance Co.
237 William Howard Taft Road
Cincinnati, OH 45219

General American Life Insurance Co.
700 Market Street
St. Louis, MO 63101

First Trust National Association
Second Floor, First Trust Center
180 E. 5th Street
St. Paul, MN 55101

First National Bank and Trust Company of
Evanston, NA now known as
First Illinois Bank of Evanston, NA
800 Davis Street
Evanston, IL 60204-0712

Pan American Life Insurance Co.
601 Poydras
28th Floor
New Orleans, LA 70130

Safeco Life Insurance Co.
4333 Brooklyn Ave. North
Safeco Plaza
Seattle, WA 98185

Westinghouse Credit Corporation
One Oxford Centre
Pittsburgh, PA 15219

A fee of \$ 15 is enclosed. Please return the originals and any copies not needed by the Commission for recordation to me.

You are hereby authorized to deliver any and all executed copies of the Agreement of Termination, Release and Satisfaction not needed by the Commission, with filing data noted thereon, following recordation, to the representative of Messrs. Sidley & Austin, who is delivering this letter and said enclosures to you.

MCCANN, GARLAND, RIDALL & BURKE

By


Michael G. Woodring

Enclosures

07LT39/37

AGREEMENT OF TERMINATION,
RELEASE AND SATISFACTION

REGISTRATION NO. 8116-G
APR 1 1991 2:00 PM
INTERSTATE COMMERCE COMMISSION

This Agreement of Termination, Release and Satisfaction is entered into as of the 28th day of March, 1991 by and among First Trust National Association, the successor agent to First National Bank of Minneapolis, as Agent ("Agent") under a Finance Agreement dated as of September 15, 1975, ("Finance Agreement"), and First National Bank and Trust Company of Evanston, NA, as Trustee ("Trustee") under that certain Trust Agreement dated as of September 15, 1975, between Trustee and Borg-Warner Equities Corporation ("Trust Agreement") and Continental American Life Insurance Co., General American Life Insurance Company, Life Insurance Company of Virginia, Ohio National Life Insurance Co., Pan American Life Insurance Co., and Safeco Life Insurance Co., investors under the terms of the Finance Agreement ("Investors") and Westinghouse Credit Corporation ("WCC").

WHEREAS, Pullman Incorporated (Pullman-Standard Division), Midwest Freight Car Company, as Manufacturers, and Trustee and Illinois Railroad Company, as lessee, entered into a Conditional Sale Agreement dated as of September 15, 1975, (the "Conditional Sale Agreement");

WHEREAS, the Conditional Sale Agreement was duly recorded with the Interstate Commerce Commission in accordance with Section 20(c) of the Interstate Commerce Act (now Section 49 U.S.C. Section 11303(a) of the Interstate Commerce Act), on November 12, 1975 at 10:05 a.m. and assigned recordation number 8115;

WHEREAS, Agent was the assignee of Pullman Incorporated (Pullman Standard Division) and Midwest Freight Car Company (the "Assignor"), pursuant to an Agreement and Assignment dated as of September 15, 1975 ("Assignment"), of the Assignor's right, title and interest in and to the Conditional Sale Agreement duly recorded with the Interstate Commerce Commission in Accordance with Section

20(c) of the Interstate Commerce Act (now Section 49 U.S.C. Section 11303(a) of the Interstate Act), on November 12, 1975 at 10:05 p.m. and assigned recordation number 8115-A;

WHEREAS, WCC as assignee of BWAC SUB TWO, INC. as successor to Borg-Warner Equities Corporation, pursuant to the terms of a Bill of Sale, Assignment and Assumption, both dated as of December 29, 1988, ("Bill of Sale"), is beneficiary under the Trust Agreement;

WHEREAS, two counterparts of the Bill of Sale were duly recorded with the Interstate Commerce Commission in accordance with Section 20(c) of the Interstate Commerce Act (now Section 49 U.S.C. Section 11303(a) of the Interstate Commerce Act), on December 29, 1988 and assigned recordation number 8115-B and 8116-C, respectively;

WHEREAS, Illinois Terminal Railroad Company ("Illinois"), as lessee entered into a Equipment Lease dated as of September 15, 1975 (the "Lease") with Trustee as lessor, which was duly recorded with the Interstate Commerce Commission in accordance with Section 20(c) of the Interstate Commerce Act (now Section 49 U.S.C. Section 11303(a) of the Interstate Commerce Act), on November 12, 1975 at 10:05 a.m. and assigned recordation number 8116;

WHEREAS, Illinois and Norfolk and Western Railway Company ("Norfolk") entered into an Assignment and Assumption Agreement dated as of September 1, 1981, ("Assignment and Assumption Agreement") assigning Illinois' interest in the Lease to Norfolk, which was duly recorded with the Interstate Commerce Commission in accordance with Section 20(c) of the Interstate Commerce Act (now Section 49 U.S.C. Section 11303(a) of the Interstate Commerce Act), on September 1, 1981 at 10:05 a.m. and assigned recordation number 8116-A;

WHEREAS, all of Trustee's obligations to Agent under the Conditional Sale Agreement have been paid in full and fully satisfied, and the aforesaid Finance Agreement have by their terms terminated;

WHEREAS, WCC has sold the one hundred eighty-one (181) Cars remaining (Road Numbers as set forth in Schedule A attached hereto) (the "Cars") to General Electric Railroad Leasing Services Corporation ("GERLC") and WCC and GERLC have requested Agent, Trustee, WCC and Investors to execute this Agreement of Termination, Release and Satisfaction.

NOW, THEREFORE, Agent, Trustee, each of the Investors and WCC have caused this Agreement of Termination and Satisfaction to be duly executed in their corporate names, by their officers thereunto duly authorized, and their corporate seals to be affixed and duly attested to evidence the termination of all of Agent's, Investor's, Trustee's respective right, title and interest, if any, in and to the Finance Agreement, the Assignment, the Assignment and Assumption Agreement, the Trust Agreement, the Conditional Sale Agreement, the Lease, and the Cars and WCC's right, title and interest in and to the Finance Agreement, the Assignment, the Assignment and Assumption Agreement, the Trust Agreement, the Bill of Sale, the Conditional Sale Agreement, and the Cars.

In addition, each of the undersigned agrees that this Agreement of Termination, Release and Satisfaction may be executed in one or more counterparts and such counterparts together shall be one and the same agreement.

ATTEST:

FIRST TRUST NATIONAL ASSOCIATION

By J. W. [unclear]

By [Signature]

Title Asst Sec

Title Asst Vice Pres

ATTEST:

FIRST NATIONAL BANK AND TRUST
COMPANY OF EVANSTON, NA

By _____

By _____

Title _____

Title _____

ATTEST:

CONTINENTAL AMERICAN LIFE
INSURANCE CO.

By _____

By _____

Title _____

Title _____

ATTEST:

GENERAL AMERICAN LIFE INSURANCE
COMPANY

By _____

By _____

Title _____

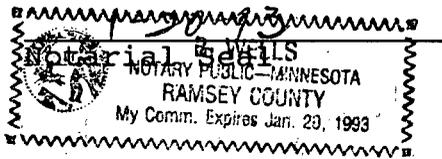
Title _____

STATE OF Minnesota)
)
COUNTY OF Ramsey)

On this 25th day of March, 1991, before me personally came K.C. Albright, to me known, who, being by me duly sworn, did depose and say that he is Asst. Vice President of First Trust National Association the association described in and which executed the foregoing Agreement of Termination, Release and Satisfaction in its capacity, and he acknowledged to me that he executed the same by order of the Board of Directors of said association and that such Agreement of Termination, Release and Satisfaction was the free act and deed of said association in its capacity aforesaid.

B. W. W.
Notary Public

My commission expires:



STATE OF _____)
)
COUNTY OF _____)

On this _____ day of _____, 1991, before me personally came _____, to me known, who, being by me duly sworn, did depose and say that he is _____ of First National Bank and Trust Company of Evanston, N.A. the corporation described in and which executed the foregoing Agreement of Termination, Release and Satisfaction in its capacity, and he acknowledged to me that he executed the same by order of the Board of Directors of said corporation and that such Agreement of Termination, Release and Satisfaction was the free act and deed of said corporation in its capacity aforesaid.

Notary Public

My commission expires:

Notarial Seal

ATTEST:

FIRST TRUST NATIONAL ASSOCIATION

By _____

By _____

Title _____

Title _____

ATTEST:

FIRST ILLINOIS BANK OF EVANSTON, N.A., ^{CWT}
formerly doing business as
FIRST NATIONAL BANK AND TRUST
COMPANY OF EVANSTON, ~~##~~ ^{CWT}
not individually but solely as Trustee

By _____

By Charles W. Tranel

Title _____

Title VICE PRESIDENT and TRUST OFFICER

ATTEST:

CONTINENTAL AMERICAN LIFE
INSURANCE CO.

By _____

By _____

Title _____

Title _____

ATTEST:

GENERAL AMERICAN LIFE INSURANCE
COMPANY

By _____

By _____

Title _____

Title _____

STATE OF _____)
COUNTY OF _____)

On this _____ day of _____, 1991, before me personally came _____, to me known, who, being by me duly sworn, did depose and say that he is _____ of First Trust National Association the association described in and which executed the foregoing Agreement of Termination, Release and Satisfaction in its capacity, and he acknowledged to me that he executed the same by order of the Board of Directors of said association and that such Agreement of Termination, Release and Satisfaction was the free act and deed of said association in its capacity aforesaid.

Notary Public

My commission expires:

Notarial Seal

STATE OF Illinois)
COUNTY OF Cook)

On this 28th day of March, 1991, before me personally came CHARLES W. TRAMEL, to me known, who, being by me duly sworn, did depose and say that he is VICE PRESIDENT and TRUST OFFICER of First National Bank and Trust Company of Evanston, ~~N.A.~~ the corporation described in and which executed the foregoing Agreement of Termination, Release and Satisfaction in its capacity, and he acknowledged to me that he executed the same by order of the Board of Directors of said corporation and that such Agreement of Termination, Release and Satisfaction was the free act and deed of said corporation in its capacity aforesaid.

Daisy K. Greenspan
Notary Public

My commission expires:

OFFICIAL SEAL
DAISY K. GREENSPAN
Notary Public, Cook County
State of Illinois
My Commission Expires 3-14-93

of First Illinois Bank of Evanston, N.A., formerly doing business as

CWT

ATTEST:

FIRST TRUST NATIONAL ASSOCIATION

By _____

By _____

Title _____

Title _____

ATTEST:

FIRST NATIONAL BANK AND TRUST
COMPANY OF EVANSTON, NA

By _____

By _____

Title _____

Title _____

ATTEST:

CONTINENTAL AMERICAN LIFE
INSURANCE CO.

By _____

By *[Signature]* _____

Title _____

Title *Investment Officer* _____

ATTEST:

GENERAL AMERICAN LIFE INSURANCE
COMPANY

By _____

By _____

Title _____

Title _____

STATE OF Pennsylvania)
COUNTY OF Philadelphia)

On this 27th day of March, 1991, before me personally came Dina Welch, to me known, who, being by me duly sworn, did depose and say that he is Investment officer of Continental American Life Insurance Co. the corporation described in and which executed the foregoing Agreement of Termination, Release and Satisfaction in its capacity, and he acknowledged to me that he executed the same by order of the Board of Directors of said association and that such Agreement of Termination, Release and Satisfaction was the free act and deed of said corporation in its capacity aforesaid.

Susan G. Rockelmann
Notary Public

My commission expires:
NOTARIAL SEAL
SUSAN G. ROCKELMANN, Notary Public
City of Philadelphia, Phila. County
My Commission Expires January 23, 1995

Notarial Seal



STATE OF _____)
COUNTY OF _____)

On this _____ day of _____, 1991, before me personally came _____, to me known, who, being by me duly sworn, did depose and say that he is _____ of General American Life Insurance Company the corporation described in and which executed the foregoing Agreement of Termination, Release and Satisfaction in its capacity, and he acknowledged to me that he executed the same by order of the Board of Directors of said corporation and that such Agreement of Termination, Release and Satisfaction was the free act and deed of said corporation in its capacity aforesaid.

Notary Public

My commission expires:

Notarial Seal

ATTEST:

FIRST TRUST NATIONAL ASSOCIATION

By _____

By _____

Title _____

Title _____

ATTEST:

FIRST NATIONAL BANK AND TRUST
COMPANY OF EVANSTON, NA

By _____

By _____

Title _____

Title _____

ATTEST:

CONTINENTAL AMERICAN LIFE
INSURANCE CO.

By _____

By _____

Title _____

Title _____

ATTEST:

GENERAL AMERICAN LIFE INSURANCE
COMPANY

By Laura A. Caro

By Leonard M. Rubenstein *jr*

Title Assistant Portfolio
Manager

Title Leonard M. Rubenstein
Executive Vice President and Treasurer

STATE OF _____)
)
COUNTY OF _____)

On this _____ day of _____, 1991, before me personally came _____, to me known, who, being by me duly sworn, did depose and say that he is _____ of Continental American Life Insurance Co. the corporation described in and which executed the foregoing Agreement of Termination, Release and Satisfaction in its capacity, and he acknowledged to me that he executed the same by order of the Board of Directors of said association and that such Agreement of Termination, Release and Satisfaction was the free act and deed of said corporation in its capacity aforesaid.

Notary Public

My commission expires:

Notarial Seal

STATE OF Missouri)
)
COUNTY OF St. Louis)

On this 27th day of March, 1991, before me personally came Leonard m. Rubenstein to me known, who, being by me duly sworn, did depose and say that he is Executive VP + Treasurer of General American Life Insurance Company the corporation described in and which executed the foregoing Agreement of Termination, Release and Satisfaction in its capacity, and he acknowledged to me that he executed the same by order of the Board of Directors of said corporation and that such Agreement of Termination, Release and Satisfaction was the free act and deed of said corporation in its capacity aforesaid.

Marianne E Lindsay

Notary Public

MARIANNE E LINDSAY
Notary Public - Missouri
My commission expires:
My Comm. Exp. Feb. 12, 1993

Notarial Seal

ATTEST:

LIFE INSURANCE COMPANY OF VIRGINIA

By Paul J. Van Kampen
Title Vice Pres.

By James F. Walters
Title AVP

ATTEST:

OHIO NATIONAL LIFE INSURANCE CO.

By _____
Title _____

By _____
Title _____

ATTEST:

PAN AMERICAN LIFE INSURANCE CO.

By _____
Title _____

By _____
Title _____

ATTEST:

SAFECO LIFE INSURANCE CO.

By _____
Title _____

By _____
Title _____

STATE OF Virginia)
)
COUNTY OF Henrico)

On this 26 day of March, 1991, before me personally came Paul L. Van Kampen, to me known, who, being by me duly sworn, did depose and say that he is Vice President of Life Insurance Company of Virginia the corporation described in and which executed the foregoing Agreement of Termination, Release and Satisfaction in its capacity, and he acknowledged to me that he executed the same by order of the Board of Directors of said association and that such Agreement of Termination, Release and Satisfaction was the free act and deed of said corporation in its capacity aforesaid.

Paul A. Phillip
Notary Public

My commission expires:

3-16-92
Notarial Seal

STATE OF _____)
)
COUNTY OF _____)

On this _____ day of _____, 1991, before me personally came _____, to me known, who, being by me duly sworn, did depose and say that he is _____ of Ohio National Life Insurance Co. the corporation described in and which executed the foregoing Agreement of Termination, Release and Satisfaction in its capacity, and he acknowledged to me that he executed the same by order of the Board of Directors of said corporation and that such Agreement of Termination, Release and Satisfaction was the free act and deed of said corporation in its capacity aforesaid.

Notary Public

My commission expires:

Notarial Seal

ATTEST:

LIFE INSURANCE COMPANY OF VIRGINIA

By _____

By _____

Title _____

Title _____

ATTEST:

OHIO NATIONAL LIFE INSURANCE CO.

By David W. Fugy

By Joseph P. Brom

Title MANAGER
INVESTMENT ADMINISTRATION

Title Joseph P. Brom, Vice Pres., Investments

ATTEST:

PAN AMERICAN LIFE INSURANCE CO.

By _____

By _____

Title _____

Title _____

ATTEST:

SAFECO LIFE INSURANCE CO.

By _____

By _____

Title _____

Title _____

STATE OF _____)
)
COUNTY OF _____)

On this _____ day of _____, 1991, before me personally came _____, to me known, who, being by me duly sworn, did depose and say that he is _____ of Life Insurance Company of Virginia the corporation described in and which executed the foregoing Agreement of Termination, Release and Satisfaction in its capacity, and he acknowledged to me that he executed the same by order of the Board of Directors of said association and that such Agreement of Termination, Release and Satisfaction was the free act and deed of said corporation in its capacity aforesaid.

Notary Public

My commission expires:

Notarial Seal

STATE OF OHIO)
)
COUNTY OF HAMILTON)

On this 27th day of March, 1991, before me personally came Joseph P. Brom, to me known, who, being by me duly sworn, did depose and say that he is V.P. - Investments of Ohio National Life Insurance Co. the corporation described in and which executed the foregoing Agreement of Termination, Release and Satisfaction in its capacity, and he acknowledged to me that he executed the same by order of the Board of Directors of said corporation and that such Agreement of Termination, Release and Satisfaction was the free act and deed of said corporation in its capacity aforesaid.

Linda D. Worley

Notary Public

My commission expires:

Notarial Seal



LINDA D. WORLEY
Notary Public, State of Ohio
My Commission Expires July 24, 1994

ATTEST:

LIFE INSURANCE COMPANY OF VIRGINIA

By _____

By _____

Title _____

Title _____

ATTEST:

OHIO NATIONAL LIFE INSURANCE CO.

By _____

By _____

Title _____

Title _____

ATTEST:

PAN AMERICAN LIFE INSURANCE CO.

By _____

By Robert E. VanArsdall

Title _____

Title Robert E. VanArsdall, C.F.A.
Senior Vice President, Investments *RV*

ATTEST:

SAFECO LIFE INSURANCE CO.

By _____

By _____

Title _____

Title _____

STATE OF LOUISIANA)
)
PARISH OF ORLEANS)

On this 25th day of March, 1991, before me personally came Robert E. VanArsdall, to me known, who, being by me duly sworn, did depose and say that he is Sr. V.P. Investments of Pan American Life Insurance Co. the corporation described in and which executed the foregoing Agreement of Termination, Release and Satisfaction in its capacity, and he acknowledged to me that he executed the same by order of the Board of Directors of said association and that such Agreement of Termination, Release and Satisfaction was the free act and deed of said corporation in its capacity aforesaid.

William T. Allen
Notary Public

My commission expires:

Notarial Seal

STATE OF _____)
)
COUNTY OF _____)

On this _____ day of _____, 1991, before me personally came _____, to me known, who, being by me duly sworn, did depose and say that he is _____ of Safeco Life Insurance Co. the corporation described in and which executed the foregoing Agreement of Termination, Release and Satisfaction in its capacity, and he acknowledged to me that he executed the same by order of the Board of Directors of said corporation and that such Agreement of Termination, Release and Satisfaction was the free act and deed of said corporation in its capacity aforesaid.

Notary Public

My commission expires:

Notarial Seal

ATTEST:

LIFE INSURANCE COMPANY OF VIRGINIA

By _____

By _____

Title _____

Title _____

ATTEST:

OHIO NATIONAL LIFE INSURANCE CO.

By _____

By _____

Title _____

Title _____

ATTEST:

PAN AMERICAN LIFE INSURANCE CO.

By _____

By _____

Title _____

Title _____

ATTEST:

SAFECO LIFE INSURANCE CO.

BY Richard W. Hubbard

BY Ronald Spaulding

Title SI. VICE PRESIDENT AND TREASURER

Title Vice President

ATTEST:

WESTINGHOUSE CREDIT CORPORATION

By _____

By *Subj Wauer*

Title _____

Title EQUIPMENT MANAGER

STATE OF Pennsylvania)
COUNTY OF Allegheny)

On this 21st day of March, 1991, before me personally came Sally Warren to me known, who, being by me duly sworn, did depose and say that she is Equipment Manager of Westinghouse Credit Corporation the corporation described in and which executed the foregoing Agreement of Termination, Release and Satisfaction in its capacity, and she acknowledged to me that she executed the same by order of the Board of Directors of said corporation and that such Agreement of Termination, Release and Satisfaction was the free act and deed of said corporation in its capacity aforesaid.

Christine J. Gunia
Notary Public

My commission expires:

Notarial Seal

0763/I

NOTARIAL SEAL
CHRISTINE J. GUNIA, NOTARY PUBLIC
PITTSBURGH, ALLEGHENY COUNTY
MY COMMISSION EXPIRES JULY 11, 1992
Member, Pennsylvania Association of Notaries

Schedule A

Description and Car Numbers

One hundred forty three (143) covered hopper cars.

Initial	Number	Cost	Built	LtWt	Renumbrd
ITC	2000	27,300	11/75	61,300	712000
ITC	2001	27,300	11/75	60,600	
ITC	2002	27,300	11/75	59,500	
ITC	2003	27,300	11/75	81,000	
ITC	2004	27,300	11/75	60,500	
ITC	2005	27,300	11/75	61,000	
ITC	2006	27,300	11/75	64,200	
ITC	2007	27,300	11/75	66,100	
ITC	2008	27,300	11/75	81,000	
ITC	2009	27,300	11/75	61,600	712009
ITC	2010	27,300	11/75	60,100	712010
ITC	2011	27,300	11/75	61,100	
ITC	2012	27,300	11/75	60,900	
ITC	2013	27,300	11/75	60,900	
ITC	2014	27,300	11/75	60,700	
ITC	2016	27,300	11/75	80,500	712016
ITC	2017	27,300	11/75	61,000	
ITC	2018	27,300	11/75	60,800	
ITC	2019	27,300	11/75	60,100	
ITC	2020	27,300	11/75	60,500	
ITC	2021	27,300	11/75	60,400	
ITC	2022	27,300	11/75	82,800	
ITC	2023	27,300	11/75	80,400	
ITC	2024	27,300	11/75	80,500	
ITC	2025	27,300	11/75	60,800	
ITC	2026	27,300	11/75	60,900	
ITC	2027	27,300	11/75	60,600	
ITC	2028	27,300	11/75	80,400	
ITC	2029	27,300	11/75	61,000	
ITC	2030	27,300	11/75	60,300	
ITC	2031	27,300	11/75	60,100	
ITC	2032	27,300	11/75	60,900	712032
ITC	2033	27,300	11/75	59,900	
ITC	2034	27,300	11/75	80,800	
ITC	2035	27,300	11/75	60,900	712035
ITC	2036	27,300	11/75	59,100	
ITC	2038	27,300	11/75	61,500	
ITC	2039	27,300	11/75	59,500	
ITC	2040	27,300	11/75	80,400	712040
ITC	2041	27,300	11/75	80,400	
ITC	2042	27,300	11/75	60,700	
ITC	2043	27,300	11/75	80,600	
ITC	2044	27,300	11/75	62,700	
ITC	2045	27,300	11/75	61,300	712045
ITC	2046	27,300	11/75	60,400	
ITC	2047	27,300	11/75	59,000	
ITC	2048	27,300	11/75	60,400	
ITC	2049	27,300	11/75	81,500	
ITC	2050	27,300	11/75	59,900	
ITC	2051	27,300	11/75	60,500	
ITC	2052	27,300	11/75	60,000	
ITC	2053	27,300	11/75	60,800	
ITC	2054	27,300	11/75	60,200	
ITC	2055	27,300	11/75	60,700	
ITC	2056	27,300	11/75	81,200	

Initial	Number	Cost	Built	LtWt	Renumbrd
ITC	2058	27,300	11/75	60,800	
ITC	2059	27,300	11/75	61,600	
ITC	2060	27,300	11/75	80,300	
ITC	2061	27,300	11/75	61,300	712061
ITC	2062	27,300	11/75	60,700	
ITC	2063	27,300	11/75	81,200	
ITC	2084	27,300	11/75	61,700	
ITC	2085	27,300	11/75	80,300	
ITC	2086	27,300	11/75	80,300	
ITC	2087	27,300	11/75	61,000	
ITC	2088	27,300	11/75	80,600	
ITC	2089	27,300	11/75	80,600	
ITC	2070	27,300	11/75	82,100	712070
ITC	2071	27,300	11/75	80,800	
ITC	2072	27,300	11/75	81,500	
ITC	2073	27,300	11/75	80,600	
ITC	2074	27,300	11/75	61,300	712074
ITC	2075	27,300	11/75	80,200	
ITC	2076	27,300	11/75	80,200	
ITC	2077	27,300	11/75	60,400	
ITC	2078	27,300	11/75	60,200	
ITC	2079	27,300	11/75	80,300	
ITC	2080	27,300	11/75	58,800	
ITC	2081	27,300	11/75	60,800	
ITC	2082	27,300	11/75	60,100	
ITC	2083	27,300	11/75	60,200	
ITC	2084	27,300	11/75	60,500	712084
ITC	2085	27,300	11/75	81,300	
ITC	2086	27,300	11/75	80,300	
ITC	2087	27,300	11/75	80,100	
ITC	2088	27,300	11/75	61,100	
ITC	2089	27,300	11/75	80,100	
ITC	2090	27,300	11/75	59,800	712090
ITC	2081	27,300	11/75	80,400	
ITC	2092	27,300	11/75	60,000	
ITC	2093	27,300	11/75	61,000	712093
ITC	2094	27,300	11/75	60,100	
ITC	2095	27,300	11/75	80,200	712095
ITC	2096	27,300	11/75	60,400	
ITC	2097	27,300	11/75	61,300	712097
ITC	2098	27,300	11/75	59,700	
ITC	2100	27,300	11/75	60,100	
ITC	2101	27,300	11/75	61,300	712101
ITC	2102	27,300	11/75	60,200	
ITC	2103	27,300	11/75	59,600	712103
ITC	2104	27,300	11/75	80,400	
ITC	2105	27,300	11/75	61,000	
ITC	2106	27,300	11/75	59,800	
ITC	2107	27,300	11/75	58,400	
ITC	2108	27,300	11/75	80,100	
ITC	2109	27,300	11/75	61,000	
ITC	2110	27,300	11/75	81,000	
ITC	2112	27,300	11/75	61,000	
ITC	2113	27,300	11/75	60,500	
ITC	2114	27,300	11/75	59,600	

Initial	Number	Cost	Built	LtWt	Renumbred
ITC	2115	27,300	11/75	59,900	
ITC	2116	27,300	11/75	61,000	
ITC	2117	27,300	11/75	60,000	
ITC	2119	27,300	11/75	60,000	
ITC	2120	27,300	11/75	60,300	
ITC	2121	27,300	11/75	61,300	712121
ITC	2122	27,300	11/75	59,700	
ITC	2123	27,300	11/75	60,100	
ITC	2124	27,300	11/75	60,000	
ITC	2128	27,300	11/75	61,300	712128
ITC	2127	27,300	11/75	61,000	
ITC	2128	27,300	11/75	60,300	
ITC	2129	27,300	11/75	61,200	712129
ITC	2130	27,300	11/75	80,400	712130
ITC	2131	27,300	11/75	61,000	
ITC	2132	27,300	11/75	59,800	
ITC	2133	27,300	11/75	59,700	
ITC	2134	27,300	11/75	59,900	
ITC	2135	27,300	11/75	60,200	
ITC	2136	27,300	11/75	59,100	
ITC	2137	27,300	11/75	60,300	
ITC	2138	27,300	11/75	61,000	
ITC	2139	27,300	11/75	61,000	
ITC	2140	27,300	11/75	59,700	
ITC	2141	27,300	11/75	59,900	
ITC	2142	27,300	11/75	60,200	
ITC	2143	27,300	11/75	59,400	
ITC	2144	27,300	11/75	59,800	
ITC	2145	27,300	11/75	80,500	
ITC	2146	27,300	11/75	60,200	
ITC	2147	27,300	11/75	60,300	
ITC	2148	27,300	11/75	60,500	
ITC	2149	27,300	11/75	61,000	

Thirty eight (38) gondola cars.

Car numbers ITC 3862-3899, inclusive.

0763/TT