

SOUTHWESTERN STATES MANAGEMENT CO.

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KARL R. ZIEBARTH
Vice President,
Secretary and Treasurer
H. O. BRANDT
Vice President and
General Manager
W. A. THIE
Vice President and
General Counsel

701 COMMERCE STREET
DALLAS, TEXAS 75202
(214) 651-6731

RECORDATION NO. 8847-B Filed 1425

December 3, 1979 **DEC 10 1979 - 10 45 AM**

J. H. HIEGER
Vice President (St. Louis)
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Comptroller (Denison)
R. E. McCORMICK
Assistant Treasurer
J. T. BASS
Assistant Secretary

INTERSTATE COMMERCE COMMISSION

FILE NO. 410.043-16(F)

No. ~~9-344AC10~~
Date DEC 10 1979
Fee \$ 10.00
ICC Washington, D. C.

Mrs. Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Re: Partial Release of Security Agreement dated May 27, 1977
between Southwestern States Management Co. and Mercantile
Trust Company National Association.

Dear Mrs. Mergenovich:

In accordance with the provisions of Section 11303 of the Interstate Commerce Act and the rules and regulations approved and prescribed by the Interstate Commerce Commission pursuant thereto, there is submitted herewith for filing and recordation four copies of a Partial Release, which Release releases 22 cars from the terms and provisions of that certain Security Agreement between Southwestern States Management Co., as Debtor, 701 Commerce Street, Dallas, Texas 75202, and Mercantile Trust Company National Association, Secured Party, 8th and Locust Streets, St. Louis, Missouri 63166. The Partial Release between the parties deletes and releases from the terms and provisions of the aforesaid Security Agreement 22 hopper cars bearing Missouri-Kansas-Texas Railroad Company reporting numbers and marks as follows:

- | | |
|-----------|-----------------------------|
| MKT 34081 | MKT 34087 through MKT 34095 |
| MKT 34082 | MKT 34097 |
| MKT 34084 | MKT 34098 |
| MKT 34085 | MKT 34100 |
| MKT 36120 | MKT 36253 |
| MKT 36174 | MKT 36283 |
| MKT 36245 | MKT 36389 |

The Security Agreement being partially released hereby was filed with the Interstate Commerce Commission on June 6, 1977 and was given recordation no. 8847.

RECEIVED
DEC 10 1979
INTERSTATE COMMERCE COMMISSION

Mrs. Agatha Mergenovich

- 2 -

December 3, 1979

I am enclosing a cashier's check in the amount of \$10 payable to the Interstate Commerce Commission to cover the prescribed fee for filing and recording this Partial Release. Please return file marked copies to me to the above address and I will distribute same.

I am also enclosing a copy of this letter for your use in stamping the recordation number and date thereof. I certify that I have knowledge of the matters set forth herein.

Yours very truly,

SOUTHWESTERN STATES MANAGEMENT CO.



Arthur M. Albin
General Attorney

AMA/ds

Encl.

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

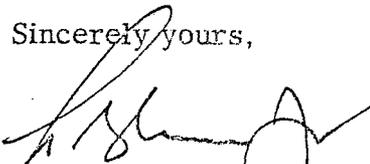
Arthur M. Albin
Southwestern States Management Co.
701 Commerce Street
Dallas, Texas 75202

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 12/10/79 at 10:45AM, and assigned re-
cordation number(s). 8847-B.

Sincerely yours,



H. G. Homme, Jr.
Secretary

Enclosure(s)

SE-30
(3/79)

8847-13
RECORDATION NO. Filed 1425

DEC 10 1979 - 10 45 AM

INTERSTATE COMMERCE COMMISSION

PARTIAL RELEASE

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, by Loan Agreement and by Security Agreement, dated May 27, 1977, SOUTHWESTERN STATES MANAGEMENT CO. (hereinafter referred to as "Company"), a Missouri corporation, of Dallas, Texas, did sell, assign, transfer, convey, mortgage, and grant a security interest in and to certain railroad equipment owned by the Company to Mercantile Trust Company National Association, (hereinafter called "Bank"), a national banking association with its principal office in St. Louis, Missouri; and

WHEREAS, said Security Agreement was duly filed and recorded with the Interstate Commerce Commission on the 6th day of June, 1977, and given Recordation No. 8847; and

WHEREAS, said security interest was granted to secure payment of a certain indebtedness of Company to Bank as evidenced by Promissory Note from Company to Bank dated May 27, 1977; and

WHEREAS, the Loan Agreement permitted Company to prepay its indebtedness and thereby secure the release of the security interest as to those cars covered by such a prepayment; and

WHEREAS, Company has in fact tendered an amount for prepayment sufficient to cause the release of twenty-two (22) cars;

NOW, THEREFORE, in consideration of the premises and other good and valuable considerations to it in hand paid, receipt of which is hereby acknowledged, and in accordance with the provisions of Section 2 A of the Loan Agreement, Bank

has and does hereby forever release and discharge of and from any and all liens, encumbrances and security interests created by that certain Security Agreement and Loan Agreement dated May 27, 1977, or otherwise created, between Company and Bank, the following described covered hopper cars bearing recording marks and numbers of the Missouri-Kansas-Texas Railroad Company as follows:

MKT 34081	MKT 34087 through MKT 34095
MKT 34082	MKT 34097
MKT 34084	MKT 34098
MKT 34085	MKT 34100

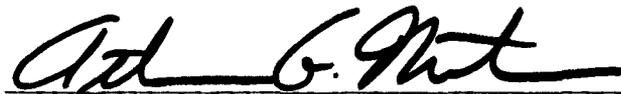
and the following described 70-ton open top hopper cars bearing recording marks and numbers of the Missouri-Kansas-Texas Railroad Company as follows:

MKT 36120	MKT 36253
MKT 36174	MKT 36283
MKT 36245	MKT 36389

PROVIDED, HOWEVER, that this Release is given solely as a partial release and that all liens and security interests currently in effect as to all other railroad equipment and cars covered thereby under the terms and provisions of the aforesaid Security Agreement and Loan Agreement shall not be released hereby but shall be and remain in full force and effect and shall in no manner be impaired or affected by any of the provisions hereof.

IN WITNESS WHEREOF, Mercantile Trust Company National Association has caused this Partial Release to be executed by its duly authorized officer this 28 day of August, 1979.

MERCANTILE TRUST COMPANY NATIONAL ASSOCIATION



Vice President

SOUTHWESTERN STATES MANAGEMENT CO.



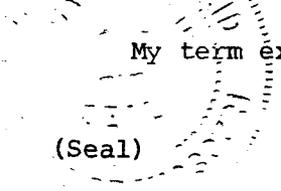
Vice President

STATE OF MISSOURI)
) SS.
CITY OF ST. LOUIS)

On this 28th day of August, 1979, before me appeared
Arthur S. Mertis, to me personally known, who
being by me duly sworn, did say that he is the Vice President of Mercantile
Trust Company National Association, a national banking association, and that
the seal affixed to the foregoing instrument is the corporate seal of said
association, and that said instrument was signed and sealed in behalf of
said association by authority of its Board of Directors; and said Arthur
S. Mertis acknowledged said instrument to be the free act and deed
of said association.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official
seal at my office in the City and State aforesaid, the day and year first
above written.

My term expires SEP 22 1983



Eleanor M. Kincaid
Notary Public (ELEANOR M. KINCAID)

STATE OF TEXAS)
) SS.
COUNTY OF DALLAS)

BEFORE ME, the undersigned, a Notary Public in and for said County and
State, on this day personally appeared H. O. Brandt,
Vice President, known to me to be the person and officer whose name is sub-
scribed to the foregoing instrument and acknowledged to me that the same was
the act of the said SOUTHWESTERN STATES MANAGEMENT CO., a corporation, and
that he executed the same as the act of such corporation for the purposes and
consideration therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 3rd day of December, 1979.



Ruth Murdock
Notary Public in and for Dallas County,
Texas

My Commission expires: 12-31-80