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ALVORD AND ALVORD

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OF COUNSEL
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CABLE ADDRESS
"ALVORD"
TELEPHONE
AREA CODE 202
393-2266

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD
ALBERT H. GREENE
CARL C. DAVIS*
CHARLES T. KAPPLER
ROBERT S. HOPE
JOHN H. DOYLE
MILTON C. GRACE
* NOT A MEMBER OF D.C. BAR

8

8-159A099 June 8, 1978

RECORDATION NO. 9275-B Filed & Recorded

JUN 8 1978 - 2 15 PM

INTERSTATE COMMERCE COMMISSION

No. JUN 8 1978

Fee \$

Interstate Commerce Commission
Washington, D. C.

Interstate Commerce Commission
Washington, D.C. 20423

Dear Sirs:

Enclosed for recordation under the provisions of Section 20c of the Interstate Commerce Act, as amended, are the original and one counterpart of a Termination Agreement dated as of June 5, 1978.

This document pertains to a Security Agreement dated as of March 1, 1978 which was recorded at 9:30 a.m. on March 13, 1978 and assigned Recordation Number 9275. A First Amended Schedule A thereto was recorded at 2:10 p.m. on April 28, 1978 and assigned Recordation Number 9275-A.

The Termination Agreement covers all the railroad equipment described in Recordation Numbers 9275 and 9275-A, and your records with respect to this recordation should be marked "Fully Released".

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

Debtor: Continental Illinois National Bank and Trust Company of Chicago, as Trustee
231 S. LaSalle Street
Chicago, Illinois 60693

Secured Party: Continental Illinois Leasing Corporation
231 S. LaSalle Street
Chicago, Illinois 60693

RECEIVED
JUN 8 2 10 PM '78
CERTIFICATION UNIT

C. T. Kappler
Opportunity

Interstate Commerce Commission
June 8, 1978
Page Two

The undersigned is the authorized agent for the Secured Party for the purpose of submitting the enclosed document for recordation and has knowledge of the matters set forth therein.

Please return the original Termination Agreement to the bearer hereof or Robert C. Nash, Esq., Chapman and Cutler, 111 West Monroe Street, Chicago, Illinois 60603.

Also enclosed is a remittance in the amount of \$10.00 covering the required recordation fee.

By ALVORD AND ALVORD
Authorized Agent for
Continental Illinois
Leasing Corporation

By Charles T. Kappler
Charles T. Kappler

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

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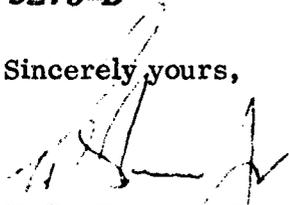
6/8/78

Robert C. Nash, Esq.
Chapman & Cutler
111 West Monroe Street
Chicago, Illinois 60603

Dear **Sir:**

The enclosed document(s) was recorded pursuant to the provisions of Section 20(c) of the Interstate Commerce Act, 49 U.S.C. 20(c), on **6/8/78** at **2:15pm**, and assigned recordation number(s) **9275-B**

Sincerely yours,


H.G. Homme, Jr.
Acting Secretary

Enclosure(s)

SE-30-T
(6/77)

RECORDATION NO. 9575-B Filed & Recorded

TERMINATION
AGREEMENT

JUN 8 1978 -2 11 PM

INTERNATIONAL COMMERCE COMMISSION

THIS AGREEMENT dated as of June 5, 1978 is from CONTINENTAL ILLINOIS LEASING CORPORATION, a Delaware corporation (herein called "Leasing") to CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, not in its individual corporate capacity, but as Trustee under an Equipment Leasing Trust Agreement dated as of March 1, 1978 (herein called "Trustee").

W I T N E S S E T H:

WHEREAS, Leasing and the Trustee have entered into a Security Agreement dated as of March 1, 1978 and First Amended Schedule A thereto (herein called "Security Agreement") described in Schedule A hereto; and

WHEREAS, the loans to be made by Leasing to the Trustee are to be secured by the First Security Agreement and Trust 78-2 Second Security Agreement (as such terms are defined in that certain Participation Agreement among Chicago and North Western Transportation Company, the Trustee, Cobak Corporation, Harris Trust and Savings Bank and the Lenders named in Schedule 1 thereto); and

WHEREAS, Leasing is willing to terminate the Security Agreement because it is unnecessary;

NOW, THEREFORE, Leasing agrees as follows:

1. The Security Agreement and all Schedules thereto are null and void and of no force and effect whatsoever.
2. Leasing shall take all action necessary to effectuate this Agreement.

IN WITNESS WHEREOF, Leasing has caused this Termination Agreement to be duly executed by its officer thereunto duly authorized as of the day and year first above written.

CONTINENTAL ILLINOIS LEASING CORPORATION

By David S. Small
Its: VP

ATTEST:
By John J. Sullivan
Its: ASSISTANT SECRETARY

SCHEDULE A

This Termination Agreement terminates and releases the Security Agreement and First Amended Schedule A thereto, each dated as of March 1, 1978, between Continental Illinois Leasing Corporation and Continental Illinois National Bank and Trust Company of Chicago, as Trustee, filed and recorded with the Interstate Commerce Commission at 9:30 a.m. on March 13, 1978 and 2:10 p.m. on April 28, 1978, respectively, and assigned Recordation Numbers 9275 and 9275-A, respectively, which together cover the railroad equipment described in Annex I attached hereto.

ANNEX I

| <u>Number of Items</u> | <u>Type of Equipment</u> | <u>Identification Numbers</u> |
|------------------------|---|--|
| 1 | Budd Car Model RDC-3 | Unit 130 |
| 51 | 1,958 Cubic-Foot Covered Hooper Cars | DT&I 10759 10791 10805 10844 10853 10909 10943 10949 10981 10984 11845 11851 11860 11892 11893 11894 11898 11899 11944 11957 11991 10707 10727 10772 10777 10778 10781 10785 10789 |

Number of Items

Type of Equipment

Identification Numbers

10818
10834
10857
10860
10905
10914
10916
10918
10925
10931
10940
10942
10944
10950
10958
10968
10991
11846
11855
11890
11936
11986