

**McDERMOTT, WILL & EMERY**

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

III WEST MONROE STREET

CHICAGO, ILLINOIS 60603-4067

312/372-2000

FACSIMILE 312/984-7700

TELEX 253565

CABLE MILAM

1301 DOVE STREET

NEWPORT BEACH, CALIFORNIA 92660

714/851-0633

445 PARK AVENUE

NEW YORK, NEW YORK 10022

212/371-7000

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WASHINGTON, D.C. 20006

202/887-8000

ONE POST OFFICE SQUARE  
BOSTON, MASSACHUSETTS 02109  
617/357-0200

2029 CENTURY PARK EAST  
LOS ANGELES, CALIFORNIA 90067  
213/277-4110

700 BRICKELL AVENUE  
MIAMI, FLORIDA 33131  
305/358-3500

INTERSTATE COMMERCE COMMISSION

DEC 7 1988 3-20 PM

December 6, 1988

CLIFFORD M. SLADNICK  
312/984-7577

VIA MESSENGER

Interstate Commerce Commission  
12th & Constitution Avenue, N.W.  
Washington, D.C. 20423

Attention: Secretary

Gentlemen:

8-342A036

No.

Date DEC 7 1988

Fee \$ 13.00

ICC Washington, D.C.

On behalf of our client, Transportation Corporation of America, I have enclosed an original and one copy of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

The document is a Termination of Equipment Trust, a secondary document, dated November 30, 1988. The primary document to which this is connected is recorded under Recordation Number 9641.

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

Company: Transportation Corporation of America  
P.O. Box 218  
Chicago Heights, IL 60411

Trustee: Continental Illinois National Bank  
and Trust Company of Chicago  
30 North LaSalle Street  
Chicago, IL 60697

A description of the equipment covered by the document is in Exhibit A to the document.

A fee of \$10 is enclosed. Please return the original and any extra copies not needed for recordation to:

*Courtesy of Jerry Smith*

Interstate Commerce Commission  
December 6, 1988  
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Clifford M. Sladnick, Esq.  
McDermott, Will & Emery  
111 West Monroe Street  
Chicago, Illinois 60603

A short summary of the document to appear in the index follows: Termination of Equipment Trust with Recordation Number 9641, dated November 30, 1988, and covering the equipment listed on Exhibit A thereto.

Please do not hesitate to contact me if you have any questions concerning this matter.

Very truly yours,

A handwritten signature in black ink, appearing to be 'C. Sladnick', written over the typed name.

Clifford M. Sladnick

CMS/mbh

Enclosures

INTERSTATE COMMERCE COMMISSION  
DEC 7 1988 3-20 PM  
RECORDATION NO. 9641-A  
FORM 1428

TERMINATION OF EQUIPMENT TRUST

This Termination of Equipment Trust dated as of November 30, 1988, is made and entered into by and between Continental Illinois National Bank and Trust Company of Chicago, a national banking association duly organized and existing under the laws of the United States, as Trustee (the "Trustee"), and Transportation Corporation of America, an Illinois corporation (the "Company").

WHEREAS, the Company and the Trustee have heretofore entered into a certain Equipment Trust Agreement dated as of August 14, 1978 (the "Trust Agreement"), whereby the Trustee acquired certain equipment as trustee and leased the equipment to the Company, and pursuant to which the Company issued its 9-1/2% Equipment Trust Certificates, First 1978 Series (the "Trust Certificates"), in the original aggregate principal amount of \$7,500,000;

WHEREAS, the Trust Agreement was filed and recorded with the Interstate Commerce Commission pursuant to Section 11303 of Title 49 United States Code on August 15, 1978 and assigned Recordation No. 9641;

WHEREAS, the outstanding principal amount of the Trust Certificates, together with all interest accrued thereon, has been satisfied in full by the Company on the date hereof; and

WHEREAS, the Company and the Trustee desire to terminate the Trust Agreement and to release each party from any and all liens, claims, or other obligations arising under or pursuant to the Trust Agreement;

NOW THEREFORE, in consideration of the promises, covenants and agreements hereinafter set forth, it is agreed by and between the parties hereto that:

1. The Trust Agreement is hereby terminated in all respects as of the date hereof and shall have no further force or effect.

2. Each party hereto hereby releases the other from any and all duties, claims or other obligations arising under or pursuant to the Trust Agreement.

3. The Trustee hereby releases any and all property of the Company from any and all liens, security interests or

other rights, titles or interests the Trustee possesses or holds in such property under or pursuant to the Trust Agreement, including but not limited to the equipment and the leases described in Exhibit A attached hereto.

4. Pursuant to Section 4.05 of the Trust Agreement, upon execution of this Termination of Equipment Trust the Trustee shall pay to the Company any moneys remaining in the hands of the Trustee under the Trust Agreement.

5. The Company will promptly cause this Termination of Equipment Trust to be filed and recorded with the Interstate Commerce Commission in accordance with Section 11303 of Title 49 United States Code.

6. This Termination of Equipment Trust may be executed, acknowledged and delivered in any number of counterparts, each of such counterparts constituting an original but all together only one instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Termination of Equipment Trust to be executed as of the date first shown above.

CONTINENTAL ILLINOIS NATIONAL  
BANK AND TRUST COMPANY OF  
CHICAGO, Trustee

By: *[Signature]*  
Title: VICE PRESIDENT

[SEAL]

ATTEST:

*George N. Berman*

TRANSPORTATION CORPORATION OF  
AMERICA

By: *[Signature]*  
Title: ASSISTANT TREASURER

[SEAL]

ATTEST:

*Mary Beth Lawrence*

STATE OF ILLINOIS )  
 ) ss.  
COUNTY OF )

On this 2nd day of December 1988, before me personally appeared Robert J. Donahue and GEORGE N. REAVES, to me personally known, who being by me duly sworn, said that they were, respectively, VICE PRESIDENT and TRUST OFFICER of CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, as Trustee, that one of the seals 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 they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[SEAL]

My Commission Expires: 9-20-92

V. Washington  
Notary Public



STATE OF ILLINOIS )  
 ) ss.  
COUNTY OF COOK )

On this 30th day of November 1988, before me personally appeared Lee E. Johnson and Mary Beth Terschlue, to me personally known, who being by me duly sworn, said that they were, respectively, Asst. Treasurer and Attorney of TRANSPORTATION CORPORATION OF AMERICA, that one of the seals 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 they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[SEAL]

My Commission Expires: May 7, 1990

Hollis B. Cook  
Notary Public

May 7, 1990  
-3-

EXHIBIT A

TYPE OF CAR	AAR MECHANICAL DESIGNATION	NO. OF CARS	LESSEE	I C C RECORDATION		LEASE DATE	TERM (YEARS)	C A R N U M B E R S
				NUMBER	DATE			
Bulkhead Flat	FBS	40	Western Pacific <sup>a</sup>	9089-A	2-16-78	10-28-83	5	CBRY 1451 thru 1490 Both inclusive
Bulkhead Flat	FBS	50	Boise Cascade <sup>b</sup>	9241-A	7-11-78	6-30-78	15	MDW 1100 thru MDW 1149 Both inclusive
Bulkhead Flat	FBS	50	Boise Cascade <sup>b</sup>	9241-A	7-11-78	6-30-78	15	MDW 1150 thru MDW 1199 Both inclusive
Bulkhead Flat	FBS	10	Weyerhaeuser <sup>c</sup>	9315	4-07-78	3-30-78	15	MSV 300 thru MSV 309 Both inclusive
Bulkhead Flat	FBS	15	Weyerhaeuser <sup>c</sup>	9315	4-07-78	3-30-78	15	MSV 310 thru MSV 325 Both inclusive
Bulkhead Flat	FBS	52	Georgia Pacific <sup>d</sup>	9266	7-19-83	2-21-83	3.5	ADN 548 thru ADN 599 Both inclusive
Covered Hoppers	LO	73	Ashland Chemical <sup>e</sup>	5646-D	2-11-74	12-18-73	15	HTCX 4700 thru HTCX 4708 Both inclusive HTCX 4710 thru HTCX 4769 Both inclusive, and HTCX 4771 thru HTCX 4774 Both inclusive
Bulkhead Flat	FBS	23	Union Pacific Railroad Company			12-02-86	2	CBRY 16022 thru CBRY 16044 Both inclusive

- a) Western Pacific Railroad Company  
b) Minnesota, Dakots & Western Railway  
c) Mississippi & Skuna Valley Railroad

- d) Ashley, Drew & Northern Railway Company  
e) Ashland Chemical Company, Div. of Ashland Oil, Inc.