

McDERMOTT, WILL & EMERY

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

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213/277-4110

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

INTERSTATE COMMERCE COMMISSION

DEC 7 1988 3-20 PM

December 6, 1988

RECORDATION NO 14445-18

150 K STREET, N.W.
WASHINGTON, D.C. 20006
202/887-8000

CLIFFORD M. SLADNICK
312/984-7577

VIA MESSENGER

8-342A036

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

Attention: Secretary

13.00

Gentlemen:

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 Assignment, a secondary document, dated November 30, 1988. The primary document to which this is connected is recorded under Recordation Number 14445.

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

CNAI: Citicorp North America, Inc.
560 Sylvan Avenue
Englewood Cliffs, NJ 07632

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:

Clifford M. Sladnick

Interstate Commerce Commission
December 6, 1988
Page 2

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 Assignment with Recordation Number 14445, 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,


Clifford M. Sladnick

CMS/mbh

Enclosures

INTERSTATE COMMERCE COMMISSION

DEC 7 1988 3-20 PM

TERMINATION OF ASSIGNMENT

RECORDATION NO.

14445

FORM 1486

This Termination of Assignment is made as of the 30th day of November 1988, by and between Transportation Corporation of America, an Illinois corporation (the "Company"), and Citicorp North America, Inc., a Delaware corporation ("CNAI"), f/k/a Citicorp Industrial Credit, Inc., a Delaware corporation.

WHEREAS, the Company and CNAI have heretofore entered into an assignment, dated October 3, 1984 (the "Assignment"), whereby the Company granted to CNAI an assignment of and a security interest in and to (i) the equipment listed on Exhibit A hereto, together with all accessories, attachments, accessions, replacements, renewals, substitutions, improvements and additions thereto, and all rents, issues, income, profits and proceeds thereof (the "Equipment") and (ii) a certain lease referred to in Exhibit B hereto, together with all rights thereunder, all renewals and extensions thereof and all rents, issues, profits, income and other amounts due and to become due thereunder (the "Lease");

WHEREAS, the Assignment was filed and recorded with the Interstate Commerce Commission pursuant to Section 11303 of Title 49 United States Code on October 10, 1984, and assigned Recordation No. 14445;

WHEREAS, all obligations from the Company to CNAI that were secured by the Assignment have been paid as of the date hereof; and

WHEREAS, the parties desire to terminate the Assignment and release all security interests granted to CNAI thereunder;

NOW THEREFORE, in consideration of the mutual covenants and promises herein contained, the parties hereto hereby agree as follows:

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

2. THE COMPANY ACKNOWLEDGES THAT THE EQUIPMENT AND THE LEASE ARE BEING ASSIGNED BACK TO THE COMPANY ON AN AS IS, WHERE IS BASIS, AND THAT CNAI MAKES NO WARRANTIES WHATSOEVER WITH RESPECT THERETO.

3. CNAI hereby releases all liens, security interests, encumbrances, and other rights, titles and interests it possesses or holds in the Equipment, the Lease and the Letter Agreement.

4. This Termination of Assignment may be executed, acknowledged, and delivered in any number of counterparts, each of such counterparts constituting an original but altogether only one instrument.

5. The Company will promptly cause this Termination of Assignment to be filed and recorded with the Interstate Commerce Commission under Recordation No. 14445 in accordance with Section 20c of the Interstate Commerce Act.

IN WITNESS WHEREOF, CNAI and the Company have caused this Termination of Assignment to be executed as of the day and year first above written.

TRANSPORTATION CORPORATION OF AMERICA

By: *[Signature]*
Its: Assistant Treasurer

[SEAL]

ATTEST:

Mary Beth Jensen

CITICORP NORTH AMERICA, INC.

By: *[Signature]*
Its: Vice President

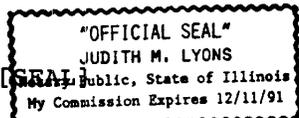
[SEAL]

ATTEST:

Robert H. Baker

STATE OF ILLINOIS)
) ss.
COUNTY OF DuPage)

On this 10th day of December 1988, before me personally appeared Lee E. Johnson and Nancy Beth Terchune to me personally known, who being by me duly sworn, said that they were, respectively, Assistant Treasurer and Corp. 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.



My Commission Expires:

Judith M. Lyons
Notary Public

STATE OF New Jersey)
) ss.
COUNTY OF Bergen)

On this 30th day of November 1988, before me personally appeared Raymond R. Clones and Robert A. Bakos, to me personally known, who being by me duly sworn, said that they were, respectively, Vice President and Assistant Vice President of CITICORP NORTH AMERICA, INC., 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:

Rosemary Morgan
Notary Public

ROSEMARY MORGAN
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Jan. 21, 1990

EXHIBIT A

LOAN AND SECURITY AGREEMENT BETWEEN
CITICORP NORTH AMERICA, INC. AND TCA
DATED AS OF OCTOBER 3, 1984

<u>Type of Car</u>	<u>AAR Mechanical Designation</u>	<u>No. of Cars</u>	<u>Lessee</u>	<u>ICC Recordation Number</u>	<u>Date</u>	<u>Lease And/or Rider Date</u>	<u>Term (Years)</u>	<u>Car Numbers</u>
71' 100-Ton Center Beam	FBS	207	BC Rail Ltd.	14312	4-20-84	1-23-84	15	BCIT 871000 thru BCIT 871004, BCIT 871006 thru BCIT 871029, BCIT 871031 thru BCIT 871078, BCIT 871080 thru BCIT 871149 & BCIT 871200 thru BCIT 871259, all inclusive.

EXHIBIT B

Lease Agreement, dated as of January 23, 1984, between
Transportation Corporation of America and British Columbia
Railway Company, recorded with the Interstate Commerce
Commission on April 20, 1984, as No. 14312.