

BUTLER & BINION

1600 ALLIED BANK PLAZA
HOUSTON, TEXAS 77002

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ATTORNEYS AT LAW
A PARTNERSHIP INCLUDING
PROFESSIONAL CORPORATIONS

1747 PENNSYLVANIA AVENUE, N.W.
WASHINGTON, D. C. 20006
(202) 466-6900

June 1, 1984

10328/C

635 LITTLEFIELD BUILDING
AUSTIN, TEXAS 78701
(512) 474-6284

Interstate Commerce Commission
12th and Constitution Avenues, N.W.
Room 2303
Washington, D.C. 20423

JUN 8 1984 - 3 53 PM
4-160A074
INTERSTATE COMMERCE COMMISSION

Attention: Mildred Lee

Re: Documents for Recordation

No. _____
Date JUN 8 1984
Fee \$ 10.00
ICC Washington, D.C.

Dear Ms. Lee:

I have enclosed an original and one certified true copy of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a notice of termination, a secondary document, dated June 1, 1984. The recordation numbers of the primary documents to which this notice of termination refers are: (i) Recordation No. 10328 (Conditional Sale and Security Agreement dated January 9, 1979), and (ii) Recordation No. 10328A (Chattel Mortgage and Security Agreement dated January 9, 1979).

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

Mortgagor and Vendee: RailTex, Inc.
4901 Broadway, Suite 231
San Antonio, Texas 78209
Attention: Mr. Robert R. Lende

Mortgagee and Vendor: Greyhound Leasing and Financial Corporation
Greyhound Tower
Phoenix, Arizona 85077

For a description of the type of equipment, amount of each, AAR designation if any, identifying marks, road or serial numbers, etc., as outlined in 49 CFR § 1177.3(d)(4), please see the attached Exhibit A.

A recording fee of \$10.00 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to John R. Hohlt, Butler & Binion, 1776 Allied Bank Plaza, Houston, Texas 77002.

RECEIVED
JUN 8 3 50 PM '84
FEE OPERATION BR.
I.C.C.

Interstate Commerce Commission
June 1, 1984
Page 2

A short summary of the document to appear in the index follows:

Notice of Termination between RailTex, Inc., 4901 Broadway, Suite 231, San Antonio, Texas 78209, as Debtor, and Greyhound Leasing and Financial Corporation, Greyhound Tower, Phoenix, Arizona 85077, dated June 1, 1984, and covering twenty-five (25) Ortner Rapid Discharge Railcars as described therein.

If you have any questions regarding this matter, or if you need additional information, please do not hesitate to call me collect at (713) 237-3681. Thank you.

Very truly yours,


John R. Hohlt

JRHO-12/e
Enclosures

EXHIBIT A

Twenty-five (25) "Rapid Discharge" TM self-clearing, bottom dump rail cars, manufactured by Ortner Freight Car Company, model no. OC-5025 (100 ton), specification no. EX-279, having AAR mechanical designation HT, and AAR car type code H450 with capacity of 2300 cubic feet, currently marked TRAX 1025-1049, inclusive.

JDDU/D28-T

NOTICE OF TERMINATION

RECORDATION NO. 10328-C Filed 12/26

NOTICE IS HEREBY GIVEN; that,

JUN 8 1984 -3 13 PM

GREYHOUND LEASING & FINANCIAL CORPORATION (a Delaware corporation) and RAILTEX, INC. ("Railtex"), a Texas corporation having its principal place of business at 4901 Broadway, Suite 231, San Antonio, Texas 78209 did on May 29, 1984 terminate and rescind the following:

- (i) a certain Equipment Lease dated as of July 10, 1978 ("Lease Agreement") between Greyhound, as lessor therein, and Railtex, as lessee therein, and filed with the Interstate Commerce Commission on December 20, 1978 as Recordation No. 9926;
- (ii) a certain Conditional Sale and Security Agreement dated as of January 9, 1979 ("Sale Agreement") between Greyhound, as seller therein, and Railtex, as purchaser therein, and filed with the Interstate Commerce Commission on May 1, 1979 as Recordation No. 10328; and,
- (iii) a certain Chattel Mortgage and Security Agreement dated as of January 9, 1979 ("Security Agreement" and together with the Lease Agreement and Sale Agreement hereinafter referred to collectively as the "Agreements") between Greyhound, as mortgagee therein, and Railtex, as mortgagor therein, and filed with the Interstate Commerce Commission on May 1, 1979 as Recordation No. 10328A.

BE IT KNOWN, the Agreements and all documents and instruments thereunto appertaining having been terminated and rescinded as of May 29, 1984 the parties hereunto desire to confirm and record the same.

BE IT FURTHER KNOWN, the parties hereunto do hereby acknowledge, ratify and confirm the termination and rescission of the Agreements and all documents and instruments thereunto appertaining and that the personalty mentioned in the Agreements is no longer subject to the terms and provisions thereof. Notwithstanding anything contained to the contrary in this Notice of Termination, Sections 26, 29 and 21 of the Lease Agreement, Sale Agreement and Security Agreement, respectively, did survive the aforementioned termination and rescission and remain in full force and effect in accordance with the terms and conditions contained in each therein, only as to: (i) Sections 8, 9(a)(c)(e) and 12(c) of the Lease Agreement; (ii) Sections 7(a), 11, 12(c) and 15(c) of the Sale Agreement; and, (iii) Sections 7(b) and 10(c) of the Security Agreement.

NOW, THEREFORE, the parties hereunto have made and delivered this Notice of Termination the day and year below written.

RAILTEX, INC.

GREYHOUND LEASING & FINANCIAL CORPORATION

Dated: JUNE 1, 1984

By: Bruce M. Flohr
 Name: BRUCE M. FLOHR
 Title: PRESIDENT

By: Robert R. Kende
 Name: ROBERT R. KENDE
 Title: ASSISTANT SECRETARY

Dated: May 24, 1984

By: Fred G. Pink
 Name: Fred G. Pink
 Title: Vice President-Administration

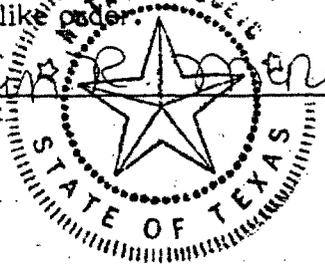
By: Alan L. Liebowitz
 Name: Alan L. Liebowitz
 Title: Manager of Contracts

CORPORATE SEAL OF RAILTEX, INC.

CORPORATE SEAL OF GREYHOUND LEASING & FINANCIAL CORPORATION

STATE OF TEXAS)
)ss.
COUNTY OF HARRIS)

On the 1 day of ^{June}~~May~~, 1984, before me personally came BRUCE M. FLOHR and ROBERT R. LENCE, to me known, who, being each by me duly sworn, did depose and say that he/she resides in Bexar County, TX and Bexar County, TX, respectively; that he/she is the President and Assistant Secretary of Railtex, Inc., respectively, the corporation described in and which executed the above instrument; that he/she knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the board of directors of said corporation, and that he/she signed his/her name thereto by like order.

Robbin R. McNeil
Notary Public


My Commission Expires:

ROBBIN R. McNEIL
Notary Public, State of Texas
My Commission Expires November 25, 1985

STATE OF ARIZONA)
)ss.
COUNTY OF MARICOPA)

On the 24th day of May, 1984, before me personally came Fred G. Pink and Alan L. Liebowitz, to me known, who, being each by me duly sworn, did depose and say that they reside in Phoenix, Arizona and Phoenix, Arizona, respectively; that they are the Vice-President-Administration and Manager of Contracts of Greyhound Leasing & Financial Corporation, respectively; the corporation described in and which executed the above instrument; that they know the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the board of directors of said corporation, and that they signed their names thereto by like order.

Jeanine Smith
Notary Public

My Commission Expires:

My Commission Expires Nov. 29, 1987

I have compared the copy with the original and have found the copy to be complete and identical in all respects to the original document.

Robbin R. McNeil
Robbin R. McNeil