

McDERMOTT, WILL & EMERY

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

111 WEST MONROE STREET

CHICAGO, ILLINOIS 60603-4067

1301 DOVE STREET

NEWPORT BEACH, CALIFORNIA 92660

714/851-0633

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

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

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

312/372-2000

FACSIMILE 312/984-7700
TELEX 253565, 210675
CABLE MILAM

445 PARK AVENUE
NEW YORK, NEW YORK 10022
212/371-7000

1850 K STREET, N.W.
WASHINGTON, D.C. 20006
202/887-8000

INTERSTATE COMMERCE COMMISSION
DEC 7 1988 3-20 PM
RECORDATION NO. 11675-A
Filed 12/28

December 6, 1988

VIA MESSENGER

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

Attention: Secretary

Gentlemen:

8-342A036
No. 8-342A036
Date DEC 7 1988
Fee \$ 13.00
ICC Washington, D.C.
AFFORD M. SLADNICK
312/984-7577

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 11675.

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:

Camby Paris

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 Equipment Trust with Recordation Number 11675, 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

RECORDATION NO.

11675-A
FILED 1425 ✓

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 April 1, 1980, (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 10-1/2% Equipment Trust Certificates, First 1980 Series (the "Trust Certificates"), in the original aggregate principal amount of \$6,400,000;

WHEREAS, the Trust Agreement was filed and recorded with the Interstate Commerce Commission pursuant to Section 11303 of Title 49 United States Code on April 16, 1980 and assigned Recordation No. 11675;

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: *Robert J. Mah*
Title: VICE PRESIDENT

[SEAL]

ATTEST:

George A. Remers

TRANSPORTATION CORPORATION OF
AMERICA

By: *Paul J. [Signature]*
Title: ASSISTANT TREASURER

[SEAL]

ATTEST:

Mary Bell [Signature]

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.

V. Washington
Notary Public

[SEAL]

My Commission Expires: 9-20-92



STATE OF ILLINOIS)
) ss.
COUNTY OF COOK)

On this 30th day of November 1988, before me personally appeared Lee E. Johnson and Mary Beth Terschluse 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.

Hollis C. Gunk
Notary Public

[SEAL]

My Commission Expires: May 7, 1990

EXHIBIT A

<u>TYPE OF CAR</u>	<u>MECHANICAL NO. OF CARS</u>	<u>LESSEE</u>	<u>I C C RECORDATION NUMBER</u>	<u>RECORDATION DATE</u>	<u>LEASE AND/OR RIDER DATE</u>	<u>TERM (YEARS)</u>	<u>C A R N U M B E R S (BOTH INCLUSIVE)</u>
Covered Hopper	79	Atchison, Topeka & Santa Fe	Utilization Agreement	10-30-87		1	TCAX 60040 thru 60068 TCAX 60080 thru 60084 TCAX 60110 thru 60154
Covered Hopper	65	Burlington Northern Railroad Co.	Utilization Agreement	6-13-85		3	TCAX 60085 thru 60104 TCAX 60155 thru 60199
Covered Hopper	51	Soo Line Railroad	Utilization Agreement	10-7-87		3	TCAX 60000 thru 60039 TCAX 60069 thru 60079