

LAW OFFICES

ALVORD AND ALVORD

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

ROBERT W. ALVORD*
CHARLES T. KAPPLER
JOHN H. DOYLE*
GEORGE JOHN KETO*
RICHARD N. BAGENSTOS
JAMES C. MARTIN, JR.*

200 WORLD CENTER BUILDING

918 SIXTEENTH STREET, N.W.

WASHINGTON, D.C.

20006-2973

(202) 393-2266

OF COUNSEL
URBAN A. LESTER

CABLE ADDRESS
"ALVORD"

TELEX
440367 A AND A

TELEFAX
(202) 393-2156

* ALSO ADMITTED IN NEW YORK
* ALSO ADMITTED IN OHIO
* ALSO ADMITTED IN MARYLAND

INTERSTATE COMMERCE COMMISSION

Ms. Noretta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

2/22/89
13
Washington, D.C.

FEB 22 12 55 PM '89
MOTOR OPERATING UNIT

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two fully executed copies of a Termination Agreement and Release dated as of February 1, 1989, a secondary document as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The enclosed document relates to the Security Agreement dated as of December 18, 1979, which was duly filed and recorded on December 20, 1979 and assigned Recordation Number 11221, as amended by a First Security Agreement Amendment dated as of December 18, 1979 (Recordation Number 11221-A) and a Second Security Agreement Amendment dated January 22, 1981 (Recordation Number 11221-B).

The names and addresses of the parties to the enclosed document are:

The Connecticut Bank and Trust Company,
National Association
One Constitution Plaza
Hartford, Connecticut 06115

Citicorp North America, Inc. (formerly Citicorp
Industrial Credit, Inc.)
601 Midland Avenue
Rye, New York 10580

A description of the railroad equipment (boxcars) as currently marked and numbered is set forth in Exhibit A attached hereto and made a part hereof.

Charles T. Kappler

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Page Two

Also enclosed is a check in the amount of \$13 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return a stamped copy of the enclosed document to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

A short summary of the enclosed secondary document to appear in the Commission's Index is:

Termination Agreement and Release dated as of February 1, 1989 executed by The Connecticut Bank and Trust Company, National Association, and Citicorp North America, Inc., covering 127 boxcars.

Very truly yours,


Charles T. Kappler

Enclosures

Current Car No. -----	Current Car No. -----	Current Car No. -----
MPA- 37826	MPA- 37874	MPA- 39724
MPA- 37827	MPA- 37875	MPA- 39725
MPA- 37829	MPA- 37876	MPA- 39726
MPA- 37830	MPA- 37878	MPA- 39727
MPA- 37831	MPA- 37880	MPA- 39728
MPA- 37832	MPA- 37881	MPA- 39729
MPA- 37833	MPA- 37882	MPA- 39730
MPA- 37834	MPA- 37885	MPA- 39731
MPA- 37835	MPA- 37887	MPA- 39732
MPA- 37836	MPA- 37888	MPA- 39733
MPA- 37837	MPA- 37889	MPA- 39734
MPA- 37838	MPA- 37891	MPA- 39735
MPA- 37839	MPA- 37892	MPA- 39736
MPA- 37840	MPA- 37893	MPA- 39737
MPA- 37842	MPA- 37894	MPA- 39738
MPA- 37843	MPA- 37895	MPA- 39739
MPA- 37844	MPA- 37896	MPA- 39740
MPA- 37845	MPA- 37897	MPA- 39741
MPA- 37846	MPA- 37898	MPA- 39742
MPA- 37847	MPA- 37900	MPA- 39743
MPA- 37848	MPA- 37901	MPA- 39744
MPA- 37849	MPA- 39700	MPA- 39745
MPA- 37850	MPA- 39701	MPA- 39746
MPA- 37851	MPA- 39702	MPA- 39747
MPA- 37852	MPA- 39703	MPA- 39748
MPA- 37853	MPA- 39704	MPA- 39749
MPA- 37854	MPA- 39705	MPA- 140977
MPA- 37855	MPA- 39706	MPA- 140978
MPA- 37856	MPA- 39707	MPA- 140979
MPA- 37857	MPA- 39708	MPA- 140980
MPA- 37858	MPA- 39709	MPA- 142111
MPA- 37859	MPA- 39710	SBD- 142114
MPA- 37860	MPA- 39711	MPA- 142117
MPA- 37861	MPA- 39712	MPA- 142124
MPA- 37862	MPA- 39713	MPA- 142125
MPA- 37863	MPA- 39714	SBD- 142126
MPA- 37864	MPA- 39715	MPA- 142129
MPA- 37865	MPA- 39716	
MPA- 37866	MPA- 39717	
MPA- 37868	MPA- 39718	
MPA- 37869	MPA- 39719	
MPA- 37870	MPA- 39720	
MPA- 37871	MPA- 39721	
MPA- 37872	MPA- 39722	
MPA- 37873	MPA- 39723	

TERMINATION AGREEMENT AND RELEASE

RECORDATION NO. 11221-8
FEB 22 1989 - 1 05 PM
FILED IN 8
INTERSTATE COMMERCE COMMISSION

WHEREAS, The Connecticut Bank and Trust Company, National Association, as trustee under the Trust Agreement dated December 18, 1979 (together with its successors in such capacity, the "Trustee") and Citicorp North America, Inc. (formerly Citicorp Industrial Credit, Inc.) as "Secured Party" are parties to a certain Security Agreement dated as of December 18, 1979 (the "Security Agreement"), covering the boxcars currently bearing road numbers listed on Exhibit A attached hereto and made a part hereof, which Security Agreement was filed with the Interstate Commerce Commission ("ICC") on December 20, 1979 under Recordation Number 11221;

WHEREAS, the Security Agreement was thereafter amended by First Security Agreement Amendment dated as of December 18, 1979 which was filed with the ICC on January 24, 1980 under Recordation Number 11221-A;

WHEREAS, the Security Agreement was further amended by Second Security Agreement Amendment dated January 22, 1981 which was filed with the ICC on September 25, 1981 under Recordation Number 11221-B.

WHEREAS, the Lease in which Secured Party had a security interest was terminated pursuant to Section 7.1 of the Second Amended and Restated Joint Plan of Reorganization of Emons Industries, Inc., and Trustee and Secured Party desire to terminate the Security Agreement, the First Security Agreement Amendment, and the Second Security Agreement Amendment and to release the lien and security interest created pursuant thereto;

NOW, THEREFORE, in consideration of the mutual covenants contained herein and for other valuable consideration, the receipt of which is hereby acknowledged, the parties hereto agree:

1. Termination. The Security Agreement, the First Security Agreement Amendment and the Second Security Agreement Amendment are terminated and the Cars are released from the liens, assignment and security interest created thereunder.

2. Filing. The parties consent to the filing of this Termination and Release and any other necessary documents with the ICC (and, if necessary, with any other regulatory or governmental entity) to effect a release of all liens of record existing against the Cars and agree that Emons Industries, Inc. shall make such filings.

3. Counterparts. This Agreement may be executed in any number of counterparts and by different parties hereto in separate counterparts, each of which when so executed shall be deemed to be an original and all of which when taken together shall constitute one and the same agreement.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement dated as of the 1st day of February, 1989.

WITNESS:

CITICORP NORTH AMERICA, INC.

BY: Kusti Albarr

BY: Michael A. Graves
TITLE: VP

WITNESS:

THE CONNECTICUT BANK AND TRUST COMPANY, NATIONAL ASSOCIATION

BY: Shawn J. Cross

BY: [Signature]
TITLE: ASSISTANT VICE PRESIDENT

EXHIBIT A

Current Car No. -----	Current Car No. -----	Current Car No. -----
MPA- 37826	MPA- 37874	MPA- 39724
MPA- 37827	MPA- 37875	MPA- 39725
MPA- 37829	MPA- 37876	MPA- 39726
MPA- 37830	MPA- 37878	MPA- 39727
MPA- 37831	MPA- 37880	MPA- 39728
MPA- 37832	MPA- 37881	MPA- 39729
MPA- 37833	MPA- 37882	MPA- 39730
MPA- 37834	MPA- 37885	MPA- 39731
MPA- 37835	MPA- 37887	MPA- 39732
MPA- 37836	MPA- 37888	MPA- 39733
MPA- 37837	MPA- 37889	MPA- 39734
MPA- 37838	MPA- 37891	MPA- 39735
MPA- 37839	MPA- 37892	MPA- 39736
MPA- 37840	MPA- 37893	MPA- 39737
MPA- 37842	MPA- 37894	MPA- 39738
MPA- 37843	MPA- 37895	MPA- 39739
MPA- 37844	MPA- 37896	MPA- 39740
MPA- 37845	MPA- 37897	MPA- 39741
MPA- 37846	MPA- 37898	MPA- 39742
MPA- 37847	MPA- 37900	MPA- 39743
MPA- 37848	MPA- 37901	MPA- 39744
MPA- 37849	MPA- 39700	MPA- 39745
MPA- 37850	MPA- 39701	MPA- 39746
MPA- 37851	MPA- 39702	MPA- 39747
MPA- 37852	MPA- 39703	MPA- 39748
MPA- 37853	MPA- 39704	MPA- 39749
MPA- 37854	MPA- 39705	MPA- 140977
MPA- 37855	MPA- 39706	MPA- 140978
MPA- 37856	MPA- 39707	MPA- 140979
MPA- 37857	MPA- 39708	MPA- 140980
MPA- 37858	MPA- 39709	MPA- 142111
MPA- 37859	MPA- 39710	SBD- 142114
MPA- 37860	MPA- 39711	MPA- 142117
MPA- 37861	MPA- 39712	MPA- 142124
MPA- 37862	MPA- 39713	MPA- 142125
MPA- 37863	MPA- 39714	SBD- 142126
MPA- 37864	MPA- 39715	MPA- 142129
MPA- 37865	MPA- 39716	
MPA- 37866	MPA- 39717	
MPA- 37868	MPA- 39718	
MPA- 37869	MPA- 39719	
MPA- 37870	MPA- 39720	
MPA- 37871	MPA- 39721	
MPA- 37872	MPA- 39722	
MPA- 37873	MPA- 39723	

127

STATE OF NEW YORK)
) ss.
COUNTY OF WESTCHESTER)

On this 8th day of February, 1989, before me personally appeared, MICHAEL A. GRAVES, to me personally known, who being by me duly sworn, says that (s)he is the VICE PRESIDENT of CITICORP NORTH AMERICA, INC., that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Sworn to and Subscribed
before me this 8th day of
February, 1989.

THOMAS A. MATAMOROS
Notary Public, State of New York
No. 31-4723452
Qualified in New York County
Cert. Filed in Westchester Co.
Commission Expires November 30, 1990

Thomas A. Matamoros
Notary Public

STATE OF CONNECTICUT)
) ss.
COUNTY OF HARTFORD)

On this 14th day of February, 1989, before me personally appeared, V. Kreuzer, to me personally known, who being by me duly sworn, says that (s)he is the ASSISTANT VICE PRESIDENT of THE CONNECTICUT BANK AND TRUST COMPANY, NATIONAL ASSOCIATION, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Sworn to and Subscribed
before me this 14th day of
February, 1989.

Maryanne C. Young
Notary Public

MARYANNE C. YOUNG
NOTARY PUBLIC
MY COMMISSION EXPIRES MARCH 31, 1992