

McDERMOTT, WILL & EMERY

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

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305/358-3500

INTERSTATE COMMERCE COMMISSION

1200 K STREET, N.W.

WASHINGTON, D.C. 20006

202/887-8000

DEC 7 1988 3:20 PM
December 6, 1988

RECORDATION NO. 12221-4 Form 1425

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. ~~DEC 7 1988~~

Date

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 12221.

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:

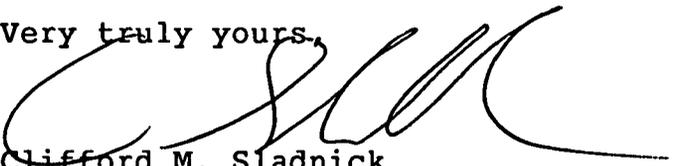
Interstate Commerce Commission
December 6, 1988
Page 2

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 12221, 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.

12221-2

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 July 31, 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 13.7% Equipment Trust Certificates, Second 1980 Series (the "Trust Certificates"), in the original aggregate principal amount of \$35,000,000;

WHEREAS, the Trust Agreement was filed and recorded with the Interstate Commerce Commission pursuant to Section 11303 of Title 49 United States Code on September 24, 1980 and assigned Recordation No. 12221;

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. Donahue*
Title: VICE PRESIDENT

[SEAL]

ATTEST:

George H. Beames

TRANSPORTATION CORPORATION OF
AMERICA

By: *[Signature]*
Title: Assistant Treasurer

[SEAL]

ATTEST:

Mary Beth Germaine

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 B. Gunk

Notary Public

[SEAL]

My Commission Expires: May 7, 1990

EXHIBIT A

<u>TYPE OF CAR</u>	<u>AAR MECHANICAL DESIGNATION</u>	<u>NO. OF CARS</u>	<u>LESSEE</u>	<u>L.C.C. NUMBER</u>	<u>RECORDATION DATE</u>	<u>AND/OR RIDER DATE</u>	<u>TERM (YEARS)</u>	<u>CAR NUMBERS (BOTH INCLUSIVE)</u>
5600 Cu.Ft. 100-Ton Covered	LO	48	Ashland Oil Company	11538	2-26-80	1-3-80	15	HTCX 6018 thru 6057
4750 Cu.Ft. 100-Ton Cov. Hopper	LO	66	Atchison, Topeka & Santa Fe	Utilization Agreement		10-30-87	1	TCAK 60456 thru 60470 TCAK 60523 thru 60541 TCAK 60543 thru 60545 TCAK 60547 thru 60551 TCAK 60553 thru 60555 TCAK 60557 thru 60575
4750 Cu.Ft. 100-Ton Cov. Hopper	LO	107	Burlington Northern Railroad Company	Utilization Agreement		6-13-85	No. to No.	TCAK 60213 thru 60216 TCAK 60282 thru 60288 TCAK 60290 thru 60301 TCAK 60307 thru 60338 TCAK 60471 thru 60522
52'6" 100-Ton Gondola	GB	190	Chicago & North Western Transp. Company	15359	10-30-87	5-11-87	5	CNW 130400 thru 130524 CNW 350000 thru 350064
5950 Cu.Ft. 100-Ton Cov. Hopper	LO	10	Debusa-Alabama, Inc.	80958	10-2-79	3-15-79	15	TCAK 40011 thru 40020
52'6" 100-Ton Gondola	GB	10	Gulf & Mississippi Railroad Corp.	Utilization Agreement		8-10-86	3	GMSR 64209 thru 64218
52'6" 100-Ton Gondola	GB	20	Gulf & Mississippi Railroad Corp.	Utilization Agreement		4-30-87	3	GMSR 64230 thru 64232 64235, 64237, 64238, 64240, 64241, 64243, 64245, 64246, 64251, 64254, 64256 thru 64258 64261, 64262, 64265, 64268
52'6" 100-Ton Gondola	GB	15	Illinois Central Gulf Railroad	Utilization Agreement		8-14-86	3	ICG 246950 thru 246964
52'6" 100-Ton Gondola	GB	20	Indiana Harbor Belt RR Co.	Utilization Agreement		7-10-87	1	IHB 64233, 64234, 64236, 64239, 64242, 64244, 64247 thru 64250, 64252, 64253, 64255, 64259, 64260, 64263, 64264, 64266, 64267 64269
52'6" 100-Ton Gondola	GB	50	Paducah & Louisville Railway, Inc.	Utilization Agreement		9-19-86	2	PAL 245600 thru 245649

TYPE OF CAR	AAR MECHANICAL DESIGNATION	NO. OF CARS	LESSEE	I C C NUMBER	RECORDATION DATE	LEASE AND/OR RIDER DATE	TERM (YEARS)	C A R N U M B E R S (BOTH INCLUSIVE)
4750 Cu.Ft. 100-Ton Cov. Hopper	LO	71	Soo Line Railroad Co.	14295	3-19-84	3-1-84	2	MILW 813100, 813104, 813107, 813108, 813113, 813119, 813124, 813125, 813128 thru 813135, 813138, 813144, 813146 thru 813152, 813157, 813159 thru 813163, 813174, 813177, 813179 thru 813182, 813184, 813188, 813190 thru 813193, 813195, 813197, 813198, 803324 thru 803348
52'6" 100-Ton Gondola	GB	25	Southern Pacific Transp. Co.		Utilization Agreement	8-20-86	1	CBRY 6100 thru 6124
52'6" 100-Ton Gondola	GB	50	Southern Pacific Transp. Co.		Utilization Agreement	3-15-86	No. to No.	CBRY 5001, 5003, 5005, 5009, 5012 thru 5015, 5021, 5024, 5025, 5033, 5039, 5041, 5043, 5047, 5057, 5059 thru 5061, 5065, 5069, 5072, 5073, 5092, 5099, 5102, 5103, 5113 thru 5115, 5118, 5121 thru 5123, 5125, 5131, 5135, 5137, 5139, 5140, 5142 thru 5144, 5146, 5147, 5152, 5153, 5157, 5161
4750 Cu.Ft. 100-Ton Cov. Hopper	LO	51	Soo Line Railroad Co.	132780	3-5-85	3-26-84	1	SOO 3101 thru 3103, 3105, 3106, 3109 thru 3112, 3114 thru 3118, 3120, 3121, 3123, 3127, 3137, 3139 thru 3143, 3145, 3153 thru 3156, 3158, 3164 thru 3173, 3175, 3176, 3178, 3183, 3185 thru 3187, 3189, 3194, 3196, 3199
52'6" 100-Ton (A) Gondola	GB	149	Southern Pacific Transp. Co.		Utilization Agreement	3-15-85	1	CBRY 3900 thru 3982, and 3984 thru 4049
4750 Cu.Ft. 100-Ton Cov. Hopper	LO	<u>122</u>	Union Equity Cooperative Exchange	11919	6-23-80	11-30-79	7	TCAX 60601 thru 60642, 60644 thru 60693, 60695 thru 60725
	TOTAL:	<u>997</u>						