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11420-G

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200 WORLD CENTER BUILDING
918 SIXTEENTH STREET, N.W.
WASHINGTON, D.C.
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ELLSWORTH C. ALVORD (1964)

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CHARLES T. KAPPLER
JOHN H. DOYLE#
GEORGE JOHN KETO°
RICHARD N. BAGENSTOS
JAMES C. MARTIN, JR.#

+ALSO ADMITTED IN NEW YORK
°ALSO ADMITTED IN OHIO
#ALSO ADMITTED IN MARYLAND

OF COUNSEL
URBAN A. LESTER

CABLE ADDRESS
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RECORDATION NO. 11420-15 FILED 1425

FEB 22 1989 -1 05 PM

INTERSTATE COMMERCE COMMISSION

Date 2/22/89
Fee $ 13
ICC Washington, D. C.

FEB 22 12 57 PM '89
MOTOR OPERATING UNIT

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

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.

The enclosed document relates to the Security Agreement dated as of January 21, 1980, which was duly filed and recorded on January 24, 1980 and assigned Recordation Number 11420, as amended by a First Security Agreement Amendment dated as of January 21, 1980 (Recordation Number 11420-A) and a Second Security Agreement Amendment dated January 21, 1980 (Recordation Number 11420-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.

Counterpart C. T. Kappler

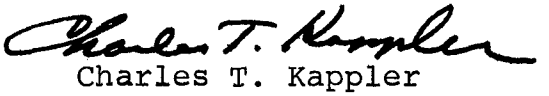
Also enclosed is a check in the amount of $13 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

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 242 boxcars.

Very truly yours,



Charles T. Kappler

Enclosures

Current Car No.		Current Car No.		Current Car No.	
MPA-	31000	MPA-	31049	MPA-	31098
MPA-	31001	MPA-	31050	MPA-	31099
MPA-	31002	MPA-	31051	MPA-	37914
MPA-	31003	MPA-	31052	MPA-	37915
MPA-	31004	MPA-	31053	MPA-	37917
MPA-	31005	MPA-	31054	MPA-	37919
MPA-	31006	MPA-	31055	MPA-	37920
MPA-	31007	MPA-	31056	MPA-	37921
MPA-	31008	MPA-	31057	MPA-	37922
MPA-	31009	MPA-	31058	MPA-	37923
MPA-	31010	MPA-	31059	MPA-	37924
MPA-	31011	MPA-	31060	MPA-	37925
MPA-	31012	MPA-	31061	MPA-	39881
MPA-	31013	MPA-	31062	MPA-	39882
MPA-	31014	MPA-	31063	MPA-	39883
MPA-	31015	MPA-	31064	MPA-	39884
MPA-	31016	MPA-	31065	MPA-	39885
MPA-	31017	MPA-	31066	MPA-	39887
MPA-	31018	MPA-	31067	MPA-	39888
MPA-	31019	MPA-	31068	MPA-	39890
MPA-	31020	MPA-	31069	MPA-	39891
MPA-	31021	MPA-	31070	MPA-	39892
MPA-	31022	MPA-	31071	MPA-	39893
MPA-	31023	MPA-	31072	MPA-	39894
MPA-	31024	MPA-	31073	MPA-	39896
MPA-	31025	MPA-	31074	MPA-	39897
MPA-	31026	MPA-	31075	MPA-	39898
MPA-	31027	MPA-	31076	MPA-	39899
MPA-	31028	MPA-	31077	MPA-	39900
MPA-	31029	MPA-	31078	MPA-	39901
MPA-	31030	MPA-	31079	MPA-	39902
MPA-	31031	MPA-	31080	MPA-	39903
MPA-	31032	MPA-	31081	MPA-	39904
MPA-	31033	MPA-	31082	MPA-	39905
MPA-	31034	MPA-	31083	MPA-	39906
MPA-	31035	MPA-	31084	MPA-	39908
MPA-	31036	MPA-	31085	MPA-	39909
MPA-	31037	MPA-	31086	MPA-	39910
MPA-	31038	MPA-	31087	MPA-	39911
MPA-	31039	MPA-	31088	MPA-	39912
MPA-	31040	MPA-	31089	MPA-	39913
MPA-	31041	MPA-	31090	MPA-	39914
MPA-	31042	MPA-	31091	MPA-	39915
MPA-	31043	MPA-	31092	MPA-	39916
MPA-	31044	MPA-	31093	MPA-	39917
MPA-	31045	MPA-	31094	MPA-	39918
MPA-	31046	MPA-	31095	MPA-	39919
MPA-	31047	MPA-	31096	MPA-	39920
MPA-	31048	MPA-	31097	MPA-	39922

Current Car No.		Current Car No.	
MPA-	39923	MPA-	39992
MPA-	39924	MPA-	39993
MPA-	39925	MPA-	39994
MPA-	39927	MPA-	39995
MPA-	39928	MPA-	39996
MPA-	39929	MPA-	39997
MPA-	39945	MPA-	39998
MPA-	39946	MPA-	39999
MPA-	39947	MPA-	142100
MPA-	39948	SBD-	142101
MPA-	39949	MPA-	142102
MPA-	39950	SBD-	142103
MPA-	39951	SBD-	142104
MPA-	39952	SBD-	142105
MPA-	39953	SBD-	142106
MPA-	39954	MPA-	142107
MPA-	39955	MPA-	142108
MPA-	39957	MPA-	142109
MPA-	39959	SBD-	142110
MPA-	39960	MPA-	142112
MPA-	39961	SBD-	142113
MPA-	39962	SBD-	142115
MPA-	39963	SBD-	142116
MPA-	39964	MPA-	142118
MPA-	39965	MPA-	142119
MPA-	39966	MPA-	142120
MPA-	39967	SBD-	142121
MPA-	39968	MPA-	142122
MPA-	39970	SBD-	142123
MPA-	39971	SBD-	142127
MPA-	39972	MPA-	142128
MPA-	39973	SBD-	142130
MPA-	39974	MPA-	142131
MPA-	39975	MPA-	142132
MPA-	39976	SBD-	142133
MPA-	39977	MPA-	142134
MPA-	39978	MPA-	142135
MPA-	39979	SBD-	142136
MPA-	39980	MPA-	142137
MPA-	39981	SBD-	142138
MPA-	39982	MPA-	142139
MPA-	39983	MPA-	142140
MPA-	39984	MPA-	142141
MPA-	39985	SBD-	142142
MPA-	39986	MPA-	142143
MPA-	39987	MPA-	142144
MPA-	39988		
MPA-	39990		
MPA-	39991		

RECORDATION NO. 11420-S
FEB 22 1989 -1 05 PM
INTERSTATE COMMERCE COMMISSION

TERMINATION AGREEMENT AND RELEASE

WHEREAS, The Connecticut Bank and Trust Company, National Association, as trustee under the Trust Agreement dated January 21, 1980 (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 January 21, 1980 (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 January 24, 1980 under Recordation Number 11420;

WHEREAS, the Security Agreement was thereafter amended by First Security Agreement Amendment dated as of January 21, 1980 which was filed with the ICC on February 19, 1980 under Recordation Number 11420-A;

WHEREAS, the Security Agreement was further amended by Second Security Agreement Amendment dated January 21, 1980 which was filed with the ICC on March 20, 1980 under Recordation Number 11420-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:

BY: Shawn J Crosse

THE CONNECTICUT BANK AND TRUST COMPANY, NATIONAL ASSOCIATION

BY: [illegible]
TITLE: ASSISTANT VICE PRESIDENT

WITNESS:

BY: Kurt Olsen

CITICORP NORTH AMERICA, INC.

BY: Michael A. Graves
TITLE: VP

Current Car No.		Current Car No.		Current Car No.	
MPA-	31000	MPA-	31049	MPA-	31098
MPA-	31001	MPA-	31050	MPA-	31099
MPA-	31002	MPA-	31051	MPA-	37914
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MPA-	39977	MPA-	142134
MPA-	39978	MPA-	142135
MPA-	39979	SBD-	142136
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MPA-	39983	MPA-	142140
MPA-	39984	MPA-	142141
MPA-	39985	SBD-	142142
MPA-	39986	MPA-	142143
MPA-	39987	MPA-	142144
MPA-	39988		
MPA-	39990		
MPA-	39991		

STATE OF CONNECTICUT)
)ss.
COUNTY OF HARTFORD)

On this 14th day of February, 1989, before me personally appeared, V. Kreuscher, 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

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

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