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November 17, 1986

TELEPHONE
(415) 362-2375

RECORDATION NO. 8338-E Filed & Recorded

6-321A070

NOV 17 1986 11-25 AM

Ms. Noreta R. ~~INTERSTATE~~ COMMERCE COMMISSION
Secretary of the Interstate
Commerce Commission
Washington, D.C. 20423

No. _____
Date NOV 17 1986
Fee \$ 10.00
ICC Washington, D.C.

NOV 17 11 21 AM '86

Dear Ms. McGee:

Enclosed please find, for filing and recordation pursuant to Section 11303 of Title 49 of the United States Code three fully executed copies of the following document relating to certain railroad rolling stock as described herein, which should be included as part of the filing recorded on May 21, 1976 at 3:35 p.m., Recordation No. 8338 as the next available recordation number, being 8338-E:

*This one
8338-E*

- I. Document: Termination Agreement, dated as of November 14, 1986
 - A. Parties: Secured Party: First Security Bank of Utah, National Association, as Agent
Beneficiary: E. A. Leasing Corporation
 - B. Addresses: Secured Party: 79 South Main Street
Salt Lake City, Utah 84111
Attn: Corporate Trust Division
Beneficiary: 1120 Boston Post Road
Darien, Connecticut 06820
Attn: President
 - C. Equipment: 196 High-Stake log flat cars with AAR mechanical designation "F191" and bearing road numbers STMA 300-495.
 - D. Security Interest Released: This document is a release with respect to the Reconstruction and Conditional Sale Agreement, the Transfer Agreement and the Assignment of Lease and Agreement, all dated as of May 1, 1976 and recorded on May 21, 1976 respectively as documents numbers 8338-A, 8338-B and 8338-C.

Copy to Mr. J. H. [unclear]

MANWELL & WES

Noreta R. McGee
November 17, 1986
Page Two

I respectfully request that the original of this document be recorded under the provisions of 49 U.S.C. Section 11303. A short summary for the Recordation Index for this document would be: "Full Release of Security Interest." I would also appreciate your stamping the additional copies of the document which are not required for your filing purposes and returning them to me. A check is enclosed to cover the filing fees.

The undersigned certifies that she is acting as counsel to E.A. Leasing Corporation and that she has knowledge of the matters set forth in the above-described documents.

Sincerely,



L. Celeste H. Blumer

Enclosures

LCHB:mbc

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

11/17/86

L. Celeste H. Blumer
Manwell & Wes
425 Calif. St. Suite 1300
San Francisco, Calif. 94104

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 11/17/86 at 11:25am , and assigned re-
recording number(s). 8338-E , 11964-D

Sincerely yours,

Norita K. McGee
Secretary

Enclosure(s)

SE-30
(7/79)

TERMINATION AGREEMENT

RECORDATION NO. 8338 E Filed & Recorded

NOV 17 1986 11-2 5 AM

INTERSTATE COMMERCE COMMISSION

THIS TERMINATION AGREEMENT, dated as of November 14, 1986, by FIRST SECURITY BANK OF UTAH, N.A., a national banking association not in its individual capacity but solely as Agent, (hereinafter called the "Bank"), for the benefit of E. A. LEASING CORPORATION (the "Owner").

1. Recitals. The Owner owns, certain High Stake Log Flat Cars bearing American Association of Railroads Designation Numbers STMA 300 through 495 (the "Cars"). The Owner has leased or will lease the Cars to Potlatch Corporation, a Delaware corporation (hereinafter called the "Lessee") pursuant to a certain Lease of Railroad Equipment dated as of June 2, 1980 (the "Lease"). The Lease is filed with the Interstate Commerce Commission ("I.C.C.") as document #11964. The Owner has granted security interests in the Cars as listed in Exhibit A attached hereto and the Lease (hereinafter collectively called the "Collateral") to the Bank upon the terms and conditions provided in that certain Assignment of Lease and Agreement, dated as of June 2, 1980, between the Owner and the Bank (the "1980 Assignment") and certain prior agreements, the Reconstruction and Conditional Sale Agreement, dated as of May 1, 1976 between the Owner, the Bank and MLC Equipment Corporation (the "Reconstruction Agreement") the Transfer Agreement, dated as of May 1, 1976 between the Owner and the Bank (the "Transfer Agreement") and the Assignment of Lease and Agreement, dated as of May 1, 1976 between the Owner and the Bank (the "1976 Assignment"). Said security interests are evidenced by filings with the I.C.C. recorded respectively as document #11964-A on July 2, 1980 and documents #8338-A, #8338-B and #8338-C on May 21, 1976.

The Owner's debt to the Bank secured by the 1980 Assignment, the Reconstruction Agreement, the Transfer Agreement and the 1976 Assignment having been paid in full, the Bank and the Owner desire to terminate the Bank's security interests in the Collateral.

EXHIBIT A

<u>Quantity</u>	<u>AAR Mechanical Designation</u>	<u>Description</u>	<u>Chicago, Milwaukee, St. Paul and Pacific Railroad Company Road Numbers (Inclusive)</u>	<u>St. Maries River Railroad Company Road Numbers (Inclusive)</u>
196	F191	High-Stake Log Flat Cars	58495-58496 58498-58499 58505-58567 58569-58655 58657-58662 58663-58699	As set forth on Schedule 1 hereto

MILW CAR NO.	STMA CAR NO.										
58495	<u>300</u>	58535	<u>334</u>	58570	<u>368</u>	58604	<u>402</u>	58638	<u>436</u>	58674	<u>470</u>
58496	<u>301</u>	58536	<u>335</u>	58571	<u>369</u>	58605	<u>403</u>	58639	<u>437</u>	58675	<u>471</u>
58498	<u>302</u>	58537	<u>336</u>	58572	<u>370</u>	58606	<u>404</u>	58640	<u>438</u>	58676	<u>472</u>
58499	<u>303</u>	58538	<u>337</u>	58573	<u>371</u>	58607	<u>405</u>	58641	<u>439</u>	58677	<u>473</u>
58505	<u>304</u>	58539	<u>338</u>	58574	<u>372</u>	58608	<u>406</u>	58642	<u>440</u>	58678	<u>474</u>
58506	<u>305</u>	58540	<u>339</u>	58575	<u>373</u>	58609	<u>407</u>	58643	<u>441</u>	58679	<u>475</u>
58507	<u>306</u>	58541	<u>340</u>	58576	<u>374</u>	58610	<u>408</u>	58644	<u>442</u>	58680	<u>476</u>
58508	<u>307</u>	58542	<u>341</u>	58577	<u>375</u>	58611	<u>409</u>	58645	<u>443</u>	58681	<u>477</u>
58509	<u>308</u>	58543	<u>342</u>	58578	<u>376</u>	58612	<u>410</u>	58646	<u>444</u>	58682	<u>478</u>
58510	<u>309</u>	58544	<u>343</u>	58579	<u>377</u>	58613	<u>411</u>	58647	<u>445</u>	58683	<u>479</u>
58511	<u>310</u>	58545	<u>344</u>	58580	<u>378</u>	58614	<u>412</u>	58648	<u>446</u>	58684	<u>480</u>
58512	<u>311</u>	58546	<u>345</u>	58581	<u>379</u>	58615	<u>413</u>	58649	<u>447</u>	58685	<u>481</u>
58513	<u>312</u>	58547	<u>346</u>	58582	<u>380</u>	58616	<u>414</u>	58650	<u>448</u>	58686	<u>482</u>
58514	<u>313</u>	58548	<u>347</u>	58583	<u>381</u>	58617	<u>415</u>	58651	<u>449</u>	58687	<u>483</u>
58515	<u>314</u>	58549	<u>348</u>	58584	<u>382</u>	58618	<u>416</u>	58652	<u>450</u>	58688	<u>484</u>
58516	<u>315</u>	58550	<u>349</u>	58585	<u>383</u>	58619	<u>417</u>	58653	<u>451</u>	58689	<u>485</u>
58517	<u>316</u>	58551	<u>350</u>	58586	<u>384</u>	58620	<u>418</u>	58654	<u>452</u>	58690	<u>486</u>
58518	<u>317</u>	58552	<u>351</u>	58587	<u>385</u>	58621	<u>419</u>	58655	<u>453</u>	58691	<u>487</u>
58519	<u>318</u>	58553	<u>352</u>	58588	<u>386</u>	58622	<u>420</u>	58657	<u>454</u>	58692	<u>488</u>
58520	<u>319</u>	58554	<u>353</u>	58589	<u>387</u>	58623	<u>421</u>	58658	<u>455</u>	58693	<u>489</u>
58521	<u>320</u>	58555	<u>354</u>	58590	<u>388</u>	58624	<u>422</u>	58659	<u>456</u>	58694	<u>490</u>
58522	<u>321</u>	58556	<u>355</u>	58591	<u>389</u>	58625	<u>423</u>	58660	<u>457</u>	58695	<u>491</u>
58523	<u>322</u>	58557	<u>356</u>	58592	<u>390</u>	58626	<u>424</u>	58661	<u>458</u>	58696	<u>492</u>
58524	<u>323</u>	58558	<u>357</u>	58593	<u>391</u>	58627	<u>425</u>	58662	<u>459</u>	58697	<u>493</u>
58525	<u>324</u>	58559	<u>358</u>	58594	<u>392</u>	58628	<u>426</u>	58664	<u>460</u>	58698	<u>494</u>
58526	<u>325</u>	58560	<u>359</u>	58595	<u>393</u>	58629	<u>427</u>	58665	<u>461</u>	58699	<u>495</u>
58527	<u>326</u>	58561	<u>360</u>	58596	<u>394</u>	58630	<u>428</u>	58666	<u>462</u>		
58528	<u>327</u>	58562	<u>361</u>	58597	<u>395</u>	58631	<u>429</u>	58667	<u>463</u>		
58529	<u>328</u>	58563	<u>362</u>	58598	<u>396</u>	58632	<u>430</u>	58668	<u>464</u>		
58530	<u>329</u>	58564	<u>363</u>	58599	<u>397</u>	58633	<u>431</u>	58669	<u>465</u>		
58531	<u>330</u>	58565	<u>364</u>	58600	<u>398</u>	58634	<u>432</u>	58670	<u>466</u>		
58532	<u>331</u>	58566	<u>365</u>	58601	<u>399</u>	58635	<u>433</u>	58671	<u>467</u>		
58533	<u>332</u>	58567	<u>366</u>	58602	<u>400</u>	58636	<u>434</u>	58672	<u>468</u>		
58534	<u>333</u>	58569	<u>367</u>	58603	<u>401</u>	58637	<u>435</u>	58673	<u>469</u>		

(196)