RECORDATION NO. 14470 FILED
MAR 1997

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.
20006-2973

(202) 393-2266
FAX (202) 393-2156

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

OF COUNSEL
URBAN A. LESTER

March 7, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are three (3) copies of a Release and Termination of Security Interest and Bill of Sale, both dated February 28, 1997, and both being secondary documents as defined in the Board's Rules for the Recordation of Documents.

The enclosed documents relate to Conditional Sale Agreement previously filed under Recordation Number 14470 and all amendments and supplements thereto.

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

Debtor: ACF Industries, Incorporated
620 North Second Street
St. Charles, Missouri 63301

Secured Party: Bankers Trust Company (successor to Mercantile-Safe Deposit and Trust Company)
4 Albany Street
New York, New York 10006

A description of the railroad equipment covered by the enclosed documents is identified on Schedule 1 attached thereto.

Counterpart - K. Bartman

Also enclosed is a check in the amount of $48.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,

Robert W. Alvord

RWA/bg
Enclosures

14470-D
MAR 1 1997

RELEASE AND TERMINATION OF SECURITY INTEREST

WHEREAS, ACF Industries, Incorporated (the "Company") and Mercantile-Safe Deposit and Trust Company, a Maryland banking corporation, not in its individual capacity but solely as agent ("Mercantile"), entered into a certain Conditional Sale Agreement dated as of October 1, 1984 (as heretofore amended, modified or supplemented, the "Agreement") pursuant to which the Company conveyed title to the Equipment in connection with the issuance of $50,000,000 in aggregate principal amount of Certificates of Interest;

WHEREAS, pursuant to an Appointment and Assignment dated as of March 18, 1985 (the "Assignment"), Bankers Trust Company (the "Agent") succeeded Mercantile as agent under the Agreement;

WHEREAS, the Agreement and the Assignment, respectively, were recorded with the Interstate Commerce Commission ("ICC") on November 13, 1984 at 1:55 P.M., recordation number 14470, and May 1, 1985 at 10:50 A.M., recordation number 14470A, respectively;

WHEREAS, the Agent has reconveyed title to the Equipment to the Company and, in connection therewith, the Company has requested the Agent to release and terminate any and all liens, security interests and other rights or interests in the Equipment, the Leases and Lease Proceeds and the Agent has agreed to such release;

WHEREAS, unless otherwise indicated, capitalized terms used herein have the same definitions and are given such terms in the Agreement;

NOW, THEREFORE, the Agent hereby agrees as follows:

The Agent hereby releases and terminates any and all liens on and security interests in, and all of its

right, title and interest in and to, the railroad tank cars and covered hopper cars listed on Schedule 1 hereto.

IN WITNESS WHEREOF, the undersigned has caused this Release to be duly executed this 28 day of February, 1997.

BANKERS TRUST COMPANY, NOT IN ITS INDIVIDUAL CAPACITY BUT SOLELY AS AGENT

By: Kevin Weeks

Its:

KEVIN WEEKS
ASSISTANT TREASURER

STATE OF)
ss.:
COUNTY OF)

On this 28 day of FEBRUARY, 1997, before me, personally appeared KEVIN WEEKS, to me known, who, being by me duly sworn, says that (s)he resides at Monroe, New York and is Assistant Treasurer of Bankers Trust Company; that said instrument was signed on behalf of said corporation on the date hereof 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.

Margaret Bereza
Notary Public

MARGARET BEREZA
Notary Public State of New York
No. 31-5023920
Qualified in New York County
Commission Expires 1/22/98

2/27/97;7:09 pm
24950/1760/SS/131476.1

30 CSA

19-Aug-96

Car Ident

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Car Ident

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Car Ident

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Car Ident

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Car Ident

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Car Ident

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Car Ident

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Car Ident

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Car Ident

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Car Ident

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ACFX 99302	ACFX 99303	ACFX 99304
ACFX 99305	ACFX 99306	ACFX 99307
ACFX 99308	ACFX 99309	ACFX 99310
ACFX 99311	ACFX 99312	ACFX 99313
ACFX 99314	ACFX 99315	ACFX 99316
ACFX 99317	ACFX 99318	ACFX 99319
ACFX 99320	ACFX 99321	ACFX 99322
ACFX 99323	ACFX 99324	ACFX 99325
ACFX 99326	ACFX 99327	ACFX 99328
ACFX 99329	ACFX 99330	ACFX 99331
ACFX 99332	ACFX 99333	ACFX 99334
ACFX 99335	ACFX 99336	ACFX 99337
ACFX 99338	ACFX 99339	ACFX 99340
ACFX 99341	ACFX 99342	ACFX 99343
ACFX 99344	ACFX 99345	

Total Cars 1277