

RECORDATION NO. 18216-F, G

MAR 7 1997 12 25 PM

ALVORD AND ALVORD
ATTORNEYS AT LAW
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ELIAS C ALVORD (1942)
ELLSWORTH C ALVORD (1964)

MAR 7 12 22 PM '97
OF COUNSEL
URBAN A. LESTER

RECEIVED
SURFACE TRANSPORTATION
BOARD

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 March 4, 1997, and both being secondary documents as defined in the Board's Rules for the Recordation of Documents

The enclosed documents relate to Equipment Trust Agreement-Series-J previously filed under Recordation Number 18216 and all amendments and supplements thereto.

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

Debtor American Car Line Company
100 Clark Street
St Charles, Missouri 63301

Secured Party: First Trust of New York
100 Wall Street
New York, New York 63301

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

Counterpart - Edward M Linn

Mr. Vernon A. Williams

March 7, 1997

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Also enclosed is a check in the amount of \$24 00 payable to the order of the Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of the enclosed document to the undersigned

Very truly yours,

A handwritten signature in cursive script that reads "Robert W. Alvord" followed by the initials "RML".

Robert W Alvord

RWA/bg
Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20420-0001

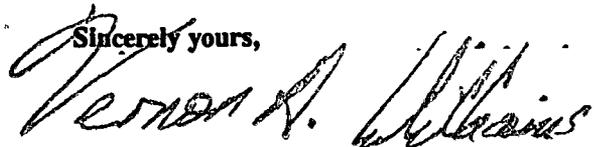
3/7/97

Alvord and Alvord
918 Sixteenth Street, NW.
Suite 200
Washington, D.C. 20006-2973

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 3-7-97 at 12:25 PM, and assigned recordation number(s). 18216-F, 18216-G, 18517-~~B~~, 18988-A, 19145-E, 19146-A, 19405-A, 19555-A, 19715-A.

Sincerely yours,

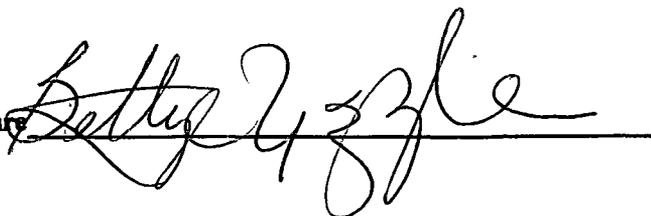


Vernon A. Williams
Secretary

Enclosure(s)

\$ 216.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



RECORDATION NO. 18216-F

MAR 7 1997 12 25 PM

RELEASE AND TERMINATION
OF SECURITY INTEREST

WHEREAS, American Car Line Company, a Delaware special purpose corporation, (the "Company") and BankAmerica National Trust Company, not in its individual capacity but solely as trustee (the "Predecessor Trustee"), entered into a certain Equipment Trust Agreement dated as of April 15, 1993 (as heretofore amended, modified or supplemented, the "Agreement") pursuant to which the Company conveyed title to certain railroad cars in connection with the issuance of \$130,000,000 in aggregate principal amount of 8-1/4% Equipment Trust Certificates, Series 1993-A, due April 15, 2008;

WHEREAS, the Agreement was recorded with the Interstate Commerce Commission ("ICC") on April 28, 1993, Recordation No. 18216;

WHEREAS, First Trust of New York, National Association has been duly appointed successor trustee (the "Trustee") to replace the Predecessor Trustee;

WHEREAS, the Trustee has reconveyed title to said railroad cars to the Company and, in connection therewith, the Company has requested the Trustee to release and terminate any and all liens, security interests and other rights or interests in the Collateral, including, without limitation, all of said railcars and the Trustee has agreed to such release;

WHEREAS, all capitalized terms not herein defined shall have the meaning attributed to them in the Agreement;

NOW, THEREFORE, the Trustee hereby agrees as follows:

The Trustee hereby releases and terminates any and all liens on and security interests in, and all of its right, title and interest in and to:

(i) any and all right, title and interest of the Company in and to all Equipment, including all Equipment sold, conveyed or transferred to the Company pursuant to the Asset Purchase Agreement or otherwise, wherever located, including, without limitation, all Trust Equipment, whether

now or hereafter existing (including, without limitation the railroad tank cars and covered hopper cars listed Schedule 1 hereto);

(ii) any and all right, title and interest of the Company in and to all Leases;

(iii) any and all right, title and interest of the Company in the Asset Purchase Agreement, the Management Agreement, the Tax Consolidation Agreement and the Administration Agreement, including, without limitation, (a) all rights of the Company to receive moneys due and to become due under or pursuant thereto, (b) all rights of the Company to receive proceeds of any insurance, indemnity, warranty or guaranty with respect thereto, (c) all claims for damages arising out of or for breach of or default of such agreements and (d) the right of the Company to amend, waive or terminate such agreements, to perform thereunder and to compel performance and otherwise exercise all remedies thereunder;

(iv) any and all right, title and interest of the Company in the following:

(A) the Collateral Account, all funds on deposit in the Collateral Account, all Investment Securities and all certificates and instruments, if any, from time to time representing or evidencing such funds or Investment Securities; and

(B) all additional property that may from time to time hereafter be deposited in the Collateral Account or assigned or pledged to the Trustee for the benefit of the holders hereunder by the Company or by any Person on the Company's behalf; and

(v) any and all proceeds of the Collateral described in subparagraphs (i) through (iv) above (including, without limitation, Lease Proceeds and all other proceeds that constitute property of the types described in clauses (i) through (iv) above) and, to the extent not otherwise included, all payments under insurance (whether or not the Trustee is the loss payee thereof), or any indemnity, warranty or guaranty, payable by reason of loss or damage to or otherwise with respect to any of such foregoing Collateral.

IN WITNESS WHEREOF, the undersigned has caused
this Release to be duly executed this 4th day of March,
1997.

FIRST TRUST OF NEW YORK,
NATIONAL ASSOCIATION, NOT IN
ITS INDIVIDUAL CAPACITY BUT
SOLELY AS TRUSTEE

By: 
Its: Geovanni Barris
Assistant Vice President

STATE OF)

SS.: .

COUNTY OF)

On this 4th day of March, 1997, before me, personally appeared Geovanni Barris, to me known, who, being by me duly sworn, says that (s)he resides at 2198 Cruger Ave
Bronx NY 10462 and is Assistant Vice President of First Trust of New York, National Association; 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.

Christine M. Bastone
Notary Public

CHRISTINE M. BASTONE
NOTARY PUBLIC, State of New York
No. 01BA5048106
Qualified in Richmond County
Commission Expires August 14/1997

SCHEDULE I

QTY	AAR DESIG	CAR NUMBERS
50	C614	45201-45250
2	C614	45186, 45187
25	T105	94247-94264, 94266 94268, 94270, 94275-94277
10	T105	94265, 94269, 94271-94274, 94278-94281
36	T544	73752-73759
	T564	73760-73764
	T563	73868-73872
	T054	73906-73923
30	T907	94362-94391
16	T105	73439-73448, 73493-73498
24	T105	94470-94493
3	T105	73903-73905
5	C614	45302-45306
10	C614	45308-45317
2	C614	45253, 45254
3	C614	45299-45301
1	C614	45251
100	T054	94688-94737, 94778-94827
20	T105	73733-73742, 73858-73867
50	T108	94531 94580
10	T954	94460-94469
10	C614	45191-45200
50	C614	45520-45569
10	C614	45178-45185, 45188, 45189
15	C614	45442-45456
1	T106	73033
5	C214	41407, 41415, 41419, 41426, 41427
9	C214	41404, 41430, 41445, 41446, 41448, 41460, 41466-41468
12	C614	45604-45607, 45609, 45610, 45617, 45618, 45620-45622, 45624
12	C614	45608, 45611-45616, 45619, 45623, 45625-45627
100	C614	45628-45727
1	T863	73499
7	T054	73483, 73484, 73488-73492
12	T095	73701-73710,
	T105	73768, 73769
10	T105	94628-94637
3	T106	73924-73926
4	C214	67089-67091, 67104
36	T105	94171-94176,
	T104	94177-94206
24	T105	94394-94417
201	C214	68517-68679, 68681-68683, 68685-68689, 68691- 68698, 68700-68702, 68705, 68706, 68710-68715, 68717-68721, 68723, 68725, 68728, 68730-68732
10	T564	73578-73582, 73584-73586, 73589, 73591
56	T564	73583, 73587, 73588, 73590, 73592-73626, 73650-73666
2	T426	73543, 73544
1	C614	51997
15	C614	45073-45087
1	C614	45190

ACL

30 T053 *101078, 101082, 101085-101087, 101092-
101094, 101100, 101104,
C614 45269-45271, 45273-45275, 45277, 45278, 45282-
45285, 45289-45293, 45295-45297
20 C614 45498-45517
20 C614 45571-45590
10 T105 94430-94439
22 T055 94602-94623
17 T104 94440, 94443-94458
11 T108 73449-73459
3 T106 94524-94526
4 C614 45116-45119
1 C614 45457
20 C314 41405, 41406, 41409, 41411, 41414, 41416-41418,
41420, 41423, 41431, 41434, 41436, 41464,
41469, 41471, 41474, 41476, 41477, 41479
6 C614 45410-45415
8 C614 45416-45423
3 C614 45424-45426
5 C614 45728-45732
12 C614 45257-45268
60 C314 68442-68501
47 C614 45318-45364
1 C214 68773
29 C214 68339, 68341, 68343-68347, 68349-68352, 68354,
68356-68361, 68364, 68368, 68370-68373, 68376,
68377, 68379, 68387, 68392
71 C214 68219, 68340, 68342, 68348, 68353, 68355,
68362, 68363, 68365-68367, 68369, 68374, 68375,
68378, 68380-68386, 68388-68391, 68393-68419,
68421-68438
6 C214 68502-68507
30 T544 73770-73799
1 C614 45427
4 C614 45599-45602
7 C214 67175, 67190, 67204, 67282, 67283, 67306, 67313
4 C214 67383, 67438, 67449, 67465
1 C214 65649
106 C214 67151, 67154-67159, 67163, 67167, 67169-67171,
67174, 67181, 67184-67189, 67191, 67193, 67194,
67197, 67199-67203, 67206, 67207, 67210-67216,
67220-67224, 67226-67228, 67230, 67231, 67233,
67234, 67236, 67240, 67242-67244, 67246, 67247,
67251, 67254, 67256, 67258, 67259, 67262-67266,
67268-67270, 67273-67277, 67281, 67286-67288,
67291, 67294, 67296, 67298-67301, 67304, 67309,
67312, 67315, 67320, 67322, 67323, 67326, 67328,
67330, 67333, 67335-67338, 67341, 67342, 67344,
67347, 67349
74 C214 67311, 67316, 67345, 67382, 67384-67386, 67388-
67390, 67393, 67394, 67396, 67398, 67400-67403,
67405-67430, 67432, 67434-67437, 67439-67447,
67450-67464, 67466
19 T104 73357-73366, 73368, 73370-73375, 73377, 73379
9 T104 73367, 73369, 73376, 73378, 73380-73384

16	T054	73873-73888
3	T108	73969-73971
5	T108	73982-73986
12	T108	94418-94429
4	T107	94527-94530
20	T107	94581-94588, 94590-94601
8	T094	94638-94645
14	T104	94653, 94657, 94658, 94660, 94662-94666, 94668-94670, 94677, 94684
10	T055	73723-73732
27	T107	73330-73356
7	C614	45428-45434
10	C712	28517-28526
26	T106	73765-73767
	T105	73889-73902, 73927
	T055	73961-73968
4	T105	94624-94627
2	T103	94776-94777
10	C614	45061-45070
10	T105	73972-73981
15	C164	45395-45409
1	C614	45570
5	C614	45734-45738
5	C614	45756-45760
18	C114	68220-68237
4	T945	94828-94831
67	C614	45059, 45060, 45071, 45072, 45120-45152, 45365-45394
21	C614	45458-45471, 45473, 45593-45598
230	C214	66269, 66417, 66436, 66450, 66459, 66461, 66467-66470, 66473, 66481, 66484-66500, 66502-66505, 66507-66510, 66526, 66533, 66535, 66542, 66545, 66546, 66549-66584, 66589-66592, 66594-66602, 66605-66650, 67593-67630, 67635-67647, 67651-67675, 67680-67690, 67698, 67702-67705
19	C214	67631-67634, 67649-67650, 67676-67679, 67691-67697, 67699, 68040
5	T106	73031, 73032, 73056, 73066, 73067
130	C214	68101-68165, 68202-68204, 68206-68218
	T107	73946-73960, 94207-94246
26	T106	73099-73124
11	T103	73987-73997
7	C614	45435-45441
80	T104	94282-94361
17	C314	28500-28516
2	T055	94392, 94393
4	C614	45112-45115
30	T105	94494-94523
1	C614	45307
10	T105	73385-73394
18	T055	73928-73945

2585 Total * All car numbers are initialled ACFX except for these 10 cars which are initialled 000.