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RECORDATION NO. 11991-E FILED

DEC 29 '97 11-55 AM

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OF COUNSEL
URBAN A. LESTER

DEC 29 11 55 AM '97

RECEIVED
SURFACE TRANSPORTATION
BOARD

Counterparts - K. Bartman

December 29, 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 two (2) copies of a Complete Termination and Release of Security Interests and Lien, dated as of December 23, 1997, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Trust Indenture and Security Agreement previously filed with the Commission under Recordation Number 11991.

The name and address of the party to the enclosed document are:

Secured Party: First Trust, National Association
111 East Wacker Drive
Suite 3000
Chicago, Illinois 60601

A description of the railroad equipment covered by the enclosed document is set forth on Annex I attached to the Termination and Release.

Mr. Vernon A. Williams
December 29, 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 one stamped copy of each of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/bg
Enclosures

DEC 29 '97

11-55 AM

COMPLETE TERMINATION AND RELEASE OF SECURITY INTERESTS AND LIEN

The undersigned, First Trust, National Association, successor in interest to Continental Illinois National Bank and Trust Company of Chicago, as Loan Trustee ("Loan Trustee") for good and valuable consideration, the receipt and sufficiency of which is acknowledged, terminates, releases and discharges its right, security interest, lien and other interests granted under or with respect to that certain Trust Indenture and Security Agreement dated as of July 11, 1980, between First National Bank and Trust Company of Evanston, succeeded by Bank One, Illinois, N.A., as Owner Trustee and Loan Trustee, which was filed with the Interstate Commerce Commission on July 11, 1980 as Recordation Number 11991-A and Amendment and Supplement No. 1 to Trust Indenture and Security Agreement dated as of February 11, 1982, between First National Bank and Trust Company of Evanston, succeeded by Bank One, Illinois, N.A., as Owner Trustee, and Loan Trustee, which was filed with the Interstate Commerce Commission on February 11, 1982 as Recordation Number 11991-C (the "Indenture"), and in and to all properties, assets and rights of every kind and nature, wherever located, now owned or hereafter acquired or arising, and all proceeds and products thereof, as may have been granted pursuant to the Indenture, including (without limiting the generality of the foregoing) all rights, interests and liens in and to the equipment ("Equipment") set forth in Annex I hereto. Loan Trustee (i) acknowledges that all obligations of Owner Trustee under the Indenture have been satisfied and discharged and the Indenture has been terminated, and (ii) confirms that upon the termination of the Indenture, Bank One, Illinois, N.A., as successor Owner Trustee, held title to the Equipment.

Executed as of this 23 day of December, 1997.

FIRST TRUST, NATIONAL ASSOCIATION
Successor to Continental Illinois National Bank and Trust
Company of Chicago

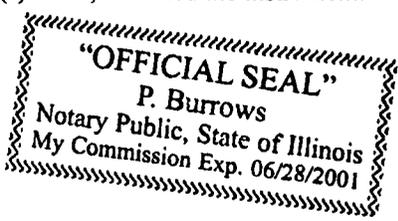
By: [Signature]
Name: Frank Sgaraglino
Title: Vice President

STATE OF Illinois
COUNTY OF COOK

On this 23 day of December, 1997, before me personally appeared Frank Sgaraglino, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

[Signature]
NOTARY PUBLIC SIGNATURE (NOTARIAL SEAL)



Description of Equipment
105 Rapid Discharge Open Top Hopper Railcars

Reporting Marks	Number	Reporting Marks	Number	Reporting Marks	Number
WFAX	80400	WFAX	80441	WFAX	80486
WFAX	80401	WFAX	80442	WFAX	80487
WFAX	80402	WFAX	80444	WFAX	80488
WFAX	80403	WFAX	80445	WFAX	80489
WFAX	80404	WFAX	80446	WFAX	80490
WFAX	80405	WFAX	80447	WFAX	80491
WFAX	80406	WFAX	80448	WFAX	80492
WFAX	80407	WFAX	80449	WFAX	80493
WFAX	80408	WFAX	80450	WFAX	80494
WFAX	80409	WFAX	80451	WFAX	80495
WFAX	80410	WFAX	80452	WFAX	80496
WFAX	80411	WFAX	80453	WFAX	80497
WFAX	80412	WFAX	80454	WFAX	80498
WFAX	80413	WFAX	80455	WFAX	80499
WFAX	80414	WFAX	80456	WFAX	80500
WFAX	80415	WFAX	80457	WFAX	80501
WFAX	80416	WFAX	80458	WFAX	80502
WFAX	80417	WFAX	80459	WFAX	80503
WFAX	80418	WFAX	80460	WFAX	80504
WFAX	80419	WFAX	80461	WFAX	80505
WFAX	80420	WFAX	80462	WFAX	80506
WFAX	80421	WFAX	80463	WFAX	80507
WFAX	80422	WFAX	80464	WFAX	80509
WFAX	80423	WFAX	80465	WFAX	84298
WFAX	80424	WFAX	80466	WFAX	84299
WFAX	80425	WFAX	80467		
WFAX	80426	WFAX	80468		
WFAX	80427	WFAX	80469		
WFAX	80428	WFAX	80470		
WFAX	80429	WFAX	80471		
WFAX	80430	WFAX	80472		
WFAX	80431	WFAX	80473		
WFAX	80432	WFAX	80474		
WFAX	80433	WFAX	80477		
WFAX	80435	WFAX	80478		
WFAX	80436	WFAX	80479		
WFAX	80437	WFAX	80481		
WFAX	80438	WFAX	80482		
WFAX	80439	WFAX	80483		
WFAX	80440	WFAX	80485		

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WFAX	80431	WFAX	80473		
WFAX	80432	WFAX	80474		
WFAX	80433	WFAX	80477		
WFAX	80435	WFAX	80478		
WFAX	80436	WFAX	30479		
WFAX	80437	WFAX	80481		
WFAX	80438	WFAX	80482	Casualties:	WFAX 80434
WFAX	80439	WFAX	80483		WFAX 80443
WFAX	80440	WFAX	80485		WFAX 80475
					WFAX 80476
					WFAX 80480
					WFAX 80484
					WFAX 80508
				Substitutions:	WFAX 84298
					WFAX 84299