01006230 49

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

OF COUNSEL
URBAN A. LESTER

RECORDATION NO. 13337-C FILED 1425
MAY 11 1995 -12 05 PM
INTERSTATE COMMERCE COMMISSION

RECEIVED
OFFICE OF THE
SECRETARY
MAY 11 12 04 PM '95
LICENSING BRANCH

Original + counterparts

May 11, 1995

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) copies of a Release and Termination of Security Interest, dated as of May 11, 1995, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to the Equipment Trust Agreement duly filed with the ICC under Recordation Number 13337.

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

Debtor: ACF Industries, Incorporated
3301 Rider Trail South
Earth City, Missouri 63045

Secured Party: The Bank of New York
48 Wall Street
New York, New York

A description of the railroad equipment covered by the enclosed document is attached to the Release as Schedule 1.

Also enclosed is a check in the amount of $21.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return two stamped copies of the enclosed document to the undersigned.

Very truly yours,

Robert W. Alvord

RWA/bg
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423-0001

5/11/95

Office Of The Secretary

Robert W. Alvord
Alvord And Alvord
918 Sixteenth St., NW., Ste. 200
Washington, DC., 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 5/11/95 at 12:05PM, 12:10PM and assigned recordation number(s). 13337-C,19111-cc,DD,EE,FF,&GG

Sincerely yours,

Vernon A. Williams

Vernon A. Williams
Secretary

Enclosure(s)

(0100623049)
(0100623052)

$ 126.00 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 Jennie M. Fort

RECORDATION NO. 13337-C
FILED 1425
MAY 11 1995 - 12 05 PM
INTERSTATE COMMERCE COMMISSION

RELEASE AND TERMINATION OF SECURITY INTEREST

WHEREAS, ACF Industries, Incorporated, a New Jersey corporation (the "Company") and The Bank of New York, a New York banking corporation, as indenture trustee (the "Trustee"), entered into a certain Equipment Trust Agreement dated as of December 1, 1981 (the "Equipment Trust Agreement"), pursuant to which, amongst other things (i) the Company sold, transferred and delivered to the Trustee, as trustee for the holders of Trust Certificates (as defined in the Equipment Trust Agreement), the Trust Equipment (as defined in the Equipment Trust Agreement) and the Equipment (as defined in Supplement No. 1 to the Equipment Trust Agreement and the Bill of Sale), and (ii) the Trustee leased the Trust Equipment to the Company. For purposes of this Agreement, the Trust Equipment together with the Equipment substituted pursuant to Supplement No. 1 to the Trust Agreement and the Bill of Sale is hereinafter collectively referred to as the "Equipment"); and

WHEREAS, the Equipment Trust Agreement was recorded with the Interstate Commerce Commission, Recordation No. 13337; and

WHEREAS, Supplement No. 1 ("Supplement No. 1") to the Equipment Trust Agreement was recorded with the Interstate Commerce Commission, Recordation No. 13337-A; and

WHEREAS, a Bill of Sale substituting Equipment under the Equipment Trust Agreement was recorded with the Interstate Commerce Commission, Recordation No. 13337-B; and

WHEREAS, the Company has requested the Trustee to release its Lien on and its security interest in all of the railcars and leases related thereto created by the Equipment Trust Agreement and Supplement No. 1 thereto and the Trustee has agreed to such release;

NOW, THEREFORE:

The Trustee acknowledges and agrees that title to the Equipment has vested in the Company in accordance with the terms of the Equipment Trust Agreement and the Trustee hereby releases and terminates its security interest in, and all of its right, title and interest in and to the Equipment including, without limitation, all of the railroad tank cars and covered hopper cars listed on Schedule 1 hereto, together with all accessories, equipment, parts and appurtenances appertaining or attached to such Equipment, whether now owned or hereafter acquired, and all substitutions, renewals or replacements of and additions, improvements, accessions and accumulations to any and all of said

Equipment, together with all the rents, issues, income, profits and avails therefrom and the proceeds thereof.

IN WITNESS WHEREOF, the undersigned has caused this Release to be duly executed this 11th day of May, 1995.

THE BANK OF NEW YORK
AS INDENTURE TRUSTEE

By: Mary La Gumina
Name: MARY LA GUMINA
Title: ASSISTANT VICE PRESIDENT

STATE OF New York)
) ss.:
COUNTY OF New York)

On this 11th day of May, 1995, before me, personally appeared MARY LAGUMINA to me known, who being by me duly sworn, says that he resides at Bayside, NY and is Asst. Vice President of THE BANK OF NEW YORK; that said instrument was signed on behalf of said corporation on the date hereof by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Timothy J. Shea
Notary Public

TIMOTHY J. SHEA
Notary Public, State of New York
No. 01SH5027547
Qualified in New York County
Commission Expires May 5, 1996

RPTG MARK	CAR NUMBER	AAR CODE
ACFX	44844	C111
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RPTG MARK	CAR NUMBER	AAR CODE
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ACFX	49749	C713
ACFX	49750	C713
ACFX	49751	C713
ACFX	49752	C713
ACFX	49753	C713
ACFX	49754	C713
ACFX	49755	C713
ACFX	49756	C713

RPTG MARK	CAR NUMBER	AAR CODE
ACFX	49757	C713
ACFX	49758	C713
ACFX	49759	C713
ACFX	49838	C713
ACFX	49847	C713
ACFX	75100	T055
ACFX	75101	T055
ACFX	75102	T055
ACFX	75103	T055
ACFX	75104	T055
ACFX	75105	T055
ACFX	75106	T055
ACFX	75107	T055
ACFX	75130	T055
ACFX	75131	T055
ACFX	75132	T055
ACFX	75133	T055
ACFX	75134	T055
ACFX	75135	T055
ACFX	75138	T055
ACFX	75139	T055
ACFX	75140	T055
ACFX	75141	T055
ACFX	75142	T055
ACFX	75143	T055
ACFX	75144	T055
ACFX	75145	T055
ACFX	75146	T055
ACFX	75147	T055
ACFX	75148	T104
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ACFX	75152	T104
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ACFX	75159	T104
ACFX	75160	T104
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ACFX	75162	T104
ACFX	75163	T104
ACFX	75164	T104
ACFX	75165	T104
ACFX	75166	T104
ACFX	75167	T104
ACFX	75168	T104

RPTG MARK	CAR NUMBER	AAR CODE
ACFX	75169	T104
ACFX	75170	T104
ACFX	75171	T104
ACFX	75172	T104
ACFX	75330	T104
ACFX	75331	T104
ACFX	75332	T104
ACFX	75334	T104
ACFX	75335	T104
ACFX	75336	T104
ACFX	75337	T104
ACFX	75339	T104
ACFX	75340	T104
ACFX	75341	T104
ACFX	75342	T104
ACFX	75343	T104
ACFX	75344	T104
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ACFX	79356	T104
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ACFX	79359	T104
ACFX	79361	T104
ACFX	79362	T104
ACFX	79363	T104
ACFX	79364	T104
ACFX	79365	T104
ACFX	79366	T104
ACFX	79367	T104

RPTG MARK	CAR NUMBER	AAR CODE
ACFX	79368	T104
ACFX	79369	T104
ACFX	79370	T104
ACFX	79371	T104
ACFX	79372	T104
ACFX	79373	T104
ACFX	79374	T104
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ACFX	79381	T104
ACFX	79382	T104
ACFX	79809	T104
ACFX	79810	T104
ACFX	79811	T104
ACFX	75136	T105
ACFX	75137	T105
ACFX	75181	T105
ACFX	75192	T105
ACFX	75380	T105
ACFX	75475	T105
ACFX	75476	T105
ACFX	75477	T105
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ACFX	75494	T105
ACFX	75495	T105
ACFX	75496	T105
ACFX	75497	T105
ACFX	75498	T105
ACFX	75499	T105
ACFX	75500	T105
ACFX	75501	T105

RPTG MARK	CAR NUMBER	AAR CODE
ACFX	75502	T105
ACFX	75503	T105
ACFX	75504	T105
ACFX	75505	T105
ACFX	75506	T105
ACFX	75507	T105
ACFX	75508	T105
ACFX	75509	T105
ACFX	75510	T105
ACFX	75511	T105
ACFX	75512	T105
ACFX	75513	T105
ACFX	75514	T105
ACFX	75515	T105
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ACFX	75517	T105
ACFX	75518	T105
ACFX	75519	T105
ACFX	75520	T105
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ACFX	75547	T105
ACFX	75548	T105
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ACFX	75550	T105
ACFX	75551	T105
ACFX	75552	T105
ACFX	75553	T105
ACFX	75554	T105
ACFX	75555	T105
ACFX	75556	T105

RPTG MARK	CAR NUMBER	AAR CODE
ACFX	75557	T105
ACFX	75558	T105
ACFX	75559	T105
ACFX	75560	T105
ACFX	75561	T105
ACFX	75562	T105
ACFX	75563	T105
ACFX	75564	T105
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ACFX	75567	T105
ACFX	75568	T105
ACFX	75569	T105
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ACFX	79448	T105
ACFX	79449	T105
ACFX	79450	T105
ACFX	79451	T105
ACFX	79452	T105
ACFX	79453	T105
ACFX	79454	T105

RPTG MARK	CAR NUMBER	AAR CODE
ACFX	79455	T105
ACFX	79456	T105
ACFX	79457	T105
ACFX	79458	T105
ACFX	79459	T105
ACFX	79460	T105
ACFX	79461	T105
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ACFX	79498	T105
ACFX	79499	T105
ACFX	79500	T105
ACFX	79501	T105
ACFX	79502	T105
ACFX	79503	T105
ACFX	79504	T105

RPTG MARK	CAR NUMBER	AAR CODE
ACFX	79505	T105
ACFX	79506	T105
ACFX	79507	T105
ACFX	79508	T105
ACFX	79509	T105
ACFX	79510	T105
ACFX	79511	T105
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ACFX	79667	T105
ACFX	79668	T105
ACFX	79669	T105
ACFX	79670	T105
ACFX	79671	T105
ACFX	79672	T105
ACFX	79673	T105
ACFX	79674	T105

RPTG MARK	CAR NUMBER	AAR CODE
ACFX	79675	T105
ACFX	79676	T105
ACFX	79677	T105
ACFX	79678	T105
ACFX	79679	T105
ACFX	79680	T105
ACFX	79681	T105
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ACFX	79692	T105
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ACFX	79963	T105
ACFX	79964	T105
ACFX	79965	T105
ACFX	79966	T105
ACFX	79967	T105
ACFX	79968	T105

RPTG MARK	CAR NUMBER	AAR CODE
ACFX	79969	T105
ACFX	79970	T105
ACFX	79971	T105
ACFX	79972	T105
ACFX	79973	T105
ACFX	79974	T105
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ACFX	79420	T106
ACFX	79421	T106
ACFX	79422	T106
ACFX	79423	T106
ACFX	79424	T106
ACFX	79425	T106
ACFX	79594	T106
ACFX	79595	T106
ACFX	79596	T106
ACFX	79597	T106
ACFX	79598	T106
ACFX	79599	T106

RPTG MARK	CAR NUMBER	AAR CODE
ACFX	79600	T106
ACFX	79601	T106
ACFX	79602	T106
ACFX	79603	T106
ACFX	79606	T106
ACFX	79607	T106
ACFX	75325	T107
ACFX	75326	T107
ACFX	75327	T107
ACFX	75328	T107
ACFX	75329	T107
ACFX	75537	T108
ACFX	75538	T108
ACFX	75539	T108
ACFX	75540	T108
ACFX	75541	T108
ACFX	79383	T108
ACFX	79384	T108
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ACFX	79410	T108
ACFX	79411	T108
ACFX	79412	T108
ACFX	79426	T108
ACFX	79427	T108
ACFX	79428	T108
ACFX	79429	T108

RPTG MARK	CAR NUMBER	AAR CODE
ACFX	79430	T108
ACFX	79431	T108
ACFX	79432	T108
ACFX	79433	T108
ACFX	79434	T108
ACFX	79435	T108
ACFX	77491	T564
ACFX	77492	T564
ACFX	77493	T564
ACFX	86410	T564
ACFX	86411	T564
ACFX	86412	T564
ACFX	86413	T564
ACFX	86414	T564
ACFX	86415	T564
ACFX	86416	T564
ACFX	86417	T564
ACFX	86418	T564
ACFX	86419	T564

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