

LAW OFFICES

ROSS & HARDIES

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150 NORTH MICHIGAN AVENUE  
CHICAGO, ILLINOIS 60601-7567

312-558-1000

WRITER'S DIRECT LINE  
(312) 750-5708

May 16, 1997

TELECOPIER  
312-750-8600

RECORDATION NO. 20642-A  
FILED ↑

MAY 19 '97

10-05 AM

PARK AVENUE TOWER  
65 EAST 55TH STREET  
NEW YORK, NEW YORK 10022-3219  
212-421-5555

580 HOWARD AVENUE  
SOMERSET, NEW JERSEY 08873  
908-563-2700

888 SIXTEENTH STREET, N.W.  
WASHINGTON, D.C. 20006-4103  
202-296-8600

VIA OVERNIGHT COURIER

Mr. Vernon A. Williams  
Secretary  
Office of the Secretary  
The Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423

Attention: Janice Fort, Room 704

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three original executed copies and one photostatic copy of a Termination of Security Agreement, dated as of April 25, 1997 (the "Termination Agreement"), between Johnstown America Corporation and Central and South West Services, Inc., which Termination Agreement is a secondary document as defined in the Commission's Rules for the Recordation of Documents. The Termination Agreement relates to that certain Railcar Security Agreement, dated as of March 17, 1997 (the "Security Agreement"), between Johnstown America Corporation, as the Secured Party, and Central and South West Services, Inc., as the Grantor, which Security Agreement was duly recorded and filed, pursuant to 49 U.S.C. Section 11301, with The Surface Transportation Board on April 17, 1997 and assigned Recordation Number 20642.

The names and addresses of the parties to the enclosed Termination Agreement are:

Secured Party: Johnstown America Corporation  
17 Johns Street  
Johnstown, Pennsylvania 15901

MAY 19 10 05 AM '97  
RECEIVED  
SURFACE TRANSPORTATION  
BOARD

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Page 2

Grantor: Central and South West Services, Inc.  
1616 Woodall Rodgers Freeway  
Dallas, Texas 75266-0164

A description of the railroad equipment covered by the enclosed document is set forth in the Termination Agreement.

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 two stamped original copies, the stamped photostatic copy of the enclosed document and the stamped photostatic copy of this letter to Susan F. Lifvendahl at Ross & Hardies, 150 North Michigan Avenue, Suite 3100, Chicago, Illinois 60601.

Following is a short summary of the enclosed document:

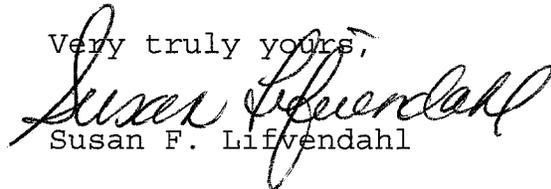
Document to be Recorded

Termination of Security Agreement, dated as of April 25, 1997, between Johnstown America Corporation and Central and South West Services, Inc. covering 240 aluminum BethGon coalporter railcars.

Primary Document to Which it Relates

Railcar Security Agreement, dated as of March 17, 1997, between Johnstown America Corporation, as Secured Party, and Central and South West Services, Inc., as Grantor, duly recorded and filed, pursuant to 49 U.S.C. §11301, with the Surface Transportation Board on April 17, 1997 and assigned Recordation Number 20642.

Very truly yours,

  
Susan F. Lifvendahl

SFL:jma  
w/encl.

cc: Michael P. Siska, Jr.  
Robert W. Kleinman  
Susan G. Lichtenfeld

Susan F. Liffvendahl  
Ross & Hardies  
150 North Michigan Avenue  
Chicago, Illinois 60601-7567

Surface Transportation Board  
Washington, D.C., 20423-0001

5/19/97

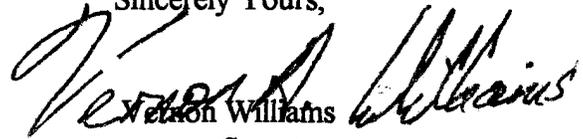
Dear: Madam:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301

and 49 CFR 1177.3 (c), on 5/19/97 at, 10:05AM and

assigned recordation number(s). 20642-A.

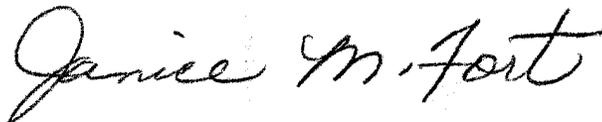
Sincerely Yours,

  
Vernon Williams  
Secretary

Enclosed (s)

\$ 24.00 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. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has had an opportunity to examine your document.

Signature:



MAY 19 '97 10-05 AM

## TERMINATION OF SECURITY AGREEMENT

THIS TERMINATION OF SECURITY AGREEMENT, is made this 25th day of April, 1997, by and between Johnstown America Corporation, a Delaware corporation ("Johnstown"), and Central and South West Services, Inc., a Texas corporation ("CSW").

WHEREAS, Johnstown and CSW are parties to a Railcar Security Agreement, dated as of March 17, 1997 (the "Security Agreement"); and

WHEREAS, the Security Agreement was duly filed for recordation with the Surface Transportation Board (the "STB") pursuant to 49 U.S.C. Section 11301, on April 17, 1997, at 9:59 a.m. and given Recordation Number 20642; and

WHEREAS, Johnstown and CSW desire to terminate and cancel the Security Agreement with respect to the equipment described herein and to record such termination and cancellation with the STB;

NOW THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which is hereby acknowledged, CSW and Johnstown, intending to be legally bound, agree as follows:

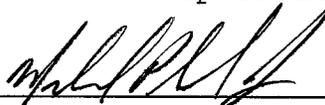
1. CSW and Johnstown hereby terminate and cancel the Security Agreement, effective April 25, 1997 with respect to the equipment described on Schedule 1 attached hereto (hereinafter, the "Terminated Equipment"), and CSW and Johnstown hereby agree that no rights, duties or liabilities under the Security Agreement with respect to such Terminated Equipment shall survive such termination and cancellation of the Security Agreement, except with respect to acts, events, or omissions under the Security Agreement occurring on or prior to the date hereof.

2. The parties agree to record this Termination of Security Agreement with the STB so as to release any lien against the Terminated Equipment created by or arising out of the Security Agreement.

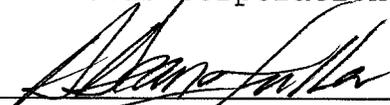
3. This Termination of Security Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Termination of Security Agreement.

IN WITNESS WHEREOF, Johnstown and CSW have caused this Termination of Security Agreement to be executed as of the day and year first above written.

JOHNSTOWN AMERICA CORPORATION, a  
Delaware corporation

By   
Its Director  
Marketing & Sales Admin.

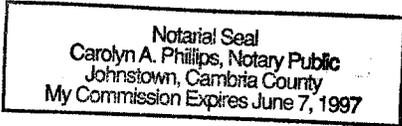
CENTRAL AND SOUTH WEST SERVICES,  
INC. a Texas corporation

By   
Its Vice President, Fuels

STATE OF PENNSYLVANIA )  
 )  
COUNTY OF CAMBRIA )

On this, the 15<sup>th</sup> day of May, 1997, before me, a Notary Public in and for said County and State, personally appeared Michael P. Siske of JOHNSTOWN AMERICA CORPORATION, who acknowledged himself to be a duly authorized officer of JOHNSTOWN AMERICA CORPORATION, and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

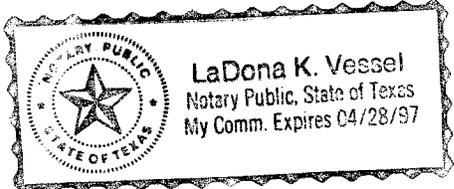
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Carolyn A. Phillips  
Name: \_\_\_\_\_  
Notary Public  
My Commission Expires: \_\_\_\_\_  
Residing in \_\_\_\_\_

STATE OF TEXAS )  
 )  
COUNTY OF DALLAS )

On this, the 28<sup>th</sup> day of April, 1997, before me, a Notary Public in and for said County and State, personally appeared A. Dean Fuller of CENTRAL AND SOUTH WEST SERVICES, INC., who acknowledged himself to be a duly authorized officer, of KANSAS CITY POWER & LIGHT COMPANY and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.



LaDona K. Vessel  
Name: \_\_\_\_\_  
Notary Public  
My Commission Expires: 4-28-97  
Residing in Dallas

**SCHEDULE 1  
TO TERMINATION OF AGREEMENT**

240 4400 c.f. Aluminum BethGon Coalporter Cars bearing road marks  
and numbers:

SEPX 7001 through SEPX 7240 (inclusive)