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June 29, 1999

RECORDATION NO. 21532-C, D, E FILED

JUN 29 '99

2-00PM

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 each of three Releases of Revolving Credit and Security Agreement, dated as of June 29, 1999, secondary documents as defined in the Board's Rules for the Recordation of Documents.

The enclosed documents relate to the Revolving Credit Agreements which were previously filed with the Board under Recordation Numbers 21532, 21532-A and 21532-B.

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

Secured Party: Newcourt Capital USA Inc.
Two Gatehall Drive
Parsippany, New Jersey 07054

A description of the railroad equipment covered by the enclosed documents is:

Set forth on Schedule 1 to each Release

Mr. Vernon A. Williams
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Also enclosed is a check in the amount of \$78.00 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

JUN 29 '99 2-00PM

RELEASE OF REVOLVING CREDIT AND SECURITY AGREEMENT

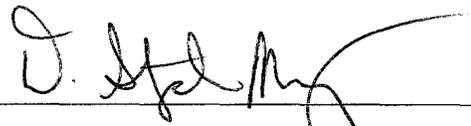
The undersigned, Newcourt Capital USA Inc., a Delaware corporation ("Newcourt"), for good and valuable consideration, the receipt and sufficiency of which is acknowledged, terminates and releases its security interest in and to the railcars identified with more particularity on attached Schedule 1 (the "Railcars"), together with:

- (a) all parts relating thereto whether now owned or hereafter acquired;
- (b) all substitutions, renewals or replacements of and additions, improvements, accessions and accumulations to any and all of said Railcars, together with all the rents, issues, income and profits therefrom;
- (c) all requisition proceeds with respect to the Railcars or any part thereof and all insurance proceeds with respect to the Equipment or any part thereof;
- (d) all tolls, rents, revenues, issues, income, products, profits, estate, right, title, interest and claims whatsoever, at law as well as in equity, which Southern Illinois Railcar Company (the "Borrower") may now have or possess or to which the Borrower may hereafter become legally or equitably entitled, directly or indirectly, from, in or to the property described herein, including all payments or proceeds payable to the Borrower as the result of the sale, lease or other disposition thereof, and all estate, right, title and interest of every nature whatsoever of Borrower in and to the same; and
- (e) all proceeds of any of the foregoing

granted pursuant to that certain Revolving Credit Agreement dated as of July 17, 1998, as amended, made by Southern Illinois Railcar Company, an Illinois corporation, in favor of Newcourt (the "Security Agreement"). A Memorandum of Security Agreement was recorded with the Surface Transportation Board on July 28, 1998 under Recordation Number 21532.

Dated as of this 29 day of June, 1999.

NEWCOURT CAPITAL USA INC., a Delaware corporation

By: 

Printed Name: D. STEPHEN MENZIES
Its: MANAGING DIRECTOR

STATE OF Illinois)
) SS
COUNTY OF Cook)

I, Robert C. Hamilton, Jr., a Notary Public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that D. Stephen Menzies of NEWCOURT CAPITAL USA INC., a Delaware corporation, personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that he or she signed said instrument as the free and voluntary act of NEWCOURT CAPITAL USA INC. for the uses and purposes therein set forth.

Given my hand and notarial seal this 18th day of June, 1999.



(Seal)

Robert C. Hamilton, Jr.
Notary Public

My commission Expires: 6/8/2000

SCHEDULE I

To Memorandum of Security Agreement
Dated as of July 17, 1998 between
Newcourt Capital USA Inc.
Southern Illinois Railcar Company

18 Units of Equipment

Eighteen (18) 1978 Built, 100 Ton Covered Hopper Railcars
with 4600 Cubic Foot Capacity

Original Marks

LUCX 5008
LUCX 5014
LUCX 5015
LUCX 5016
LUCX 5019
LUCX 5022
LUCX 5026
LUCX 5040
RCMX 6050
RCMX 6051
RCMX 6053
RCMX 6054
RCMX 6055
RCMX 6056
RCMX 6057
RCMX 6058
RCMX 6059
RCMX 6060

Current Marks

SIRX 5008
SIRX 5014
SIRX 5015
SIRX 50161
WE 50191
WE 50221
SIRX 5026
SIRX 5040
SIRX 6050
WE 6051
SIRX 6053
WE 6054
WE 6055
WE 6056
SIRX 6057
WE 6058
SIRX 6059
SIRX 6060