

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20006-2973

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

June 29, 1999

RECORDATION NO. **21630-A** FILED

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

JUN 29 '99

2-00PM

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Release of Revolving Credit and Security Agreement, dated as of June 29, 1999, and secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Revolving Credit Agreement which was previously filed with the Board under Recordation Number 21630.

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

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

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

Set forth on Schedule to each Release

Mr. Vernon A. Williams
June 29, 1999
Page 2

Also enclosed is a check in the amount of \$26.00 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 black ink, appearing to read "R. Alvord", written in a cursive style.

Robert W. Alvord

RWA/bg
Enclosures

JUN 29 '99

2-00PM

RELEASE OF REVOLVING CREDIT AND SECURITY AGREEMENT

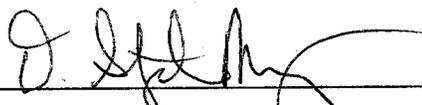
The undersigned, Newcourt Capital USA Inc., a Delaware corporation ("Newcourt"), for good and valuable consideration, the receipt and sufficiency of which is acknowledged, terminates and releases its security interest in and to the railcars identified with more particularity on attached Schedule 1 (the "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 Revolving Credit and Security Agreement Supplement No. 1 was recorded with the Surface Transportation Board on September 10, 1998 under Recordation Number 21630.

Dated as of this 29 day of June, 1999.

NEWCOURT CAPITAL USA INC., a
Delaware corporation

By: 

Printed Name: D. STEPHEN MENZIES
MANAGING DIRECTOR

Its: _____

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 Revolving Credit and Security Agreement
Supplement No. 1, dated as of August 1, 1998 between
Newcourt Capital USA Inc.
Southern Illinois Railcar Company

65 Units of Equipment

Sixty-Five (65) 1979-1980 Built, Flat Bottom Gondola Railcars
with 4,000 Cubic Foot Capacity

Original Marks

DEEX 009001
DEEX 009007
DEEX 009008
DEEX 009013
DEEX 009017
DEEX 009024
DEEX 009025
DEEX 009037
DEEX 009063
DEEX 009068
DEEX 009076
DEEX 009084
DEEX 009087
DEEX 009088
DEEX 009098
DEEX 009099
DEEX 009106
DEEX 009118
DEEX 009124
DEEX 009133
DEEX 009144
DEEX 009170
DEEX 009171
DEEX 009183
DEEX 009190
DEEX 009193
DEEX 009212
DEEX 009215

Current Marks

SIRX 380234
SIRX 380235
SIRX 380236
SIRX 380237
SIRX 380238
SIRX 380239
SIRX 380240
SIRX 380241
SIRX 380242
SIRX 380243
SIRX 380244
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SIRX 380260
SIRX 380261

Original Marks

DEEX 009217
DEEX 009220
DEEX 009235
DEEX 009250
DEEX 009263
DEEX 009265
DEEX 009266
DEEX 009278
DEEX 009279
DEEX 009281
DEEX 009282
DEEX 009283
DEEX 009020
DEEX 009040
DEEX 009041
DEEX 009055
DEEX 009077
DEEX 009079
DEEX 009082
DEEX 009090
DEEX 009104
DEEX 009111
DEEX 009136
DEEX 009145
DEEX 009150
DEEX 009164
DEEX 009178
DEEX 009181
DEEX 009218
DEEX 009223
DEEX 009249
DEEX 009253
DEEX 009254
DEEX 009255
DEEX 009257
DEEX 009270
DEEX 009274

Current Marks

SIRX 380262
SIRX 380263
SIRX 380264
SIRX 380265
SIRX 380266
SIRX 380267
SIRX 380268
SIRX 380269
SIRX 380270
SIRX 380271
SIRX 380272
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