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July 20, 1994

Recordation No. 18629-E

RECORDATION NO. 18629-E FILED 1426

JUL 20 1994 -2 55 PM

INTERSTATE COMMERCE COMMISSION

Dear Mr. Strickland:

On behalf of Rail Wagons, Inc., I submit for filing and recording under 49 U.S.C. § 11303 and the regulations promulgated thereunder, counterparts of a secondary document, not previously recorded, entitled Full Release of Memorandum of Chattel Mortgage and Security Agreement and Release and Termination of Security Interest in Leases and Service Agreement ("Release"), executed July 18, 1994.

The party executing the enclosed Release is:

Rail Wagons, Inc. - RELEASING PARTY
c/o CSX Transportation, Inc.
500 Water Street SCJ 220
Jacksonville, FL 32202

The said Release is a full release of the Memorandum of Chattel Mortgage and Security Agreement under Recordation No. 18629 and a full release and termination of the related security interest under Recordation Nos. 18629-A, 18629-B and 18629-D, and the Release should be recorded under the next available letter under Recordation No. 18629, which we believe is - "E."

The equipment covered by the enclosed Release is the equipment covered in and by the documents under ICC Recordation No. 18629.

A short summary of the Release to appear in the ICC Index is as follows:

"Full Release of Memorandum of Chattel Mortgage and Security Agreement and Termination of all Security Interest thereunder."

Enclosed is a check in the amount of eighteen dollars (\$18.00) in payment of the filing fee.

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,

Allen H. Harrison, Jr.
Allen H. Harrison, Jr.

Attorney for Rail Wagons, Inc. for the purpose of this filing.

Honorable Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423
Enclosures
BY HAND

8308-020

B. H. Harrison

18629-E

RECORDATION NO. 18629-E FILED 1426

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INTERSTATE COMMERCE COMMISSION

FULL RELEASE
OF
MEMORANDUM OF CHATTEL MORTGAGE AND SECURITY AGREEMENT
AND
RELEASE AND TERMINATION
OF
SECURITY INTEREST IN LEASES AND SERVICE AGREEMENT

KNOW ALL PERSONS BY THESE PRESENTS THAT

WHEREAS, Helm-Atlantic Associates Limited Partnership, a Delaware limited partnership, as Borrower, and Rail Wagons, Inc., as Secured Party, did enter into that certain Memorandum of Chattel Mortgage and Security Agreement dated as of December 23, 1993 which was filed and recorded with the Interstate Commerce Commission ("ICC") on December 30, 1993 under Recordation No. 18629, and

WHEREAS, Helm-Atlantic Associates Limited Partnership, as Assignor, and Rail Wagons, Inc., as Assignee, did enter into that certain Memorandum of Lease Assignment dated as of December 23, 1993 whereby the Assignor assigned to Assignee a security interest in the Memorandum of Lease of Railroad Equipment and related Lease between Helm-Atlantic Associates Limited Partnership, as Lessor, and Helm Financial Corporation, as Lessee, made/dated respectively December 27, 1993 and December 23, 1993, (Recordation No. 18675), the said Memorandum of Assignment being filed and recorded with the ICC on December 30, 1993 under Recordation No. 18629-A, and

WHEREAS, Helm-Atlantic Associates Limited Partnership, as Assignor, and Rail Wagons, Inc., as Assignee, did enter into that certain Memorandum of Lease Assignment dated as of December 23, 1993 whereby the Assignor assigned to Assignee a security interest in the Memorandum of Lease of Railroad Equipment and related Lease between Helm-Atlantic Associates Limited Partnership, (also known as Helm-Atlantic Associates), a Delaware limited partnership, as Lessor, and Indiana Harbor Belt Railroad Company, as Lessee, both made/dated as of October 1, 1993 (Recordation No. 18473), the said Memorandum of Assignment being filed and recorded with the ICC on December 30, 1993 under Recordation No. 18629-B, and

WHEREAS, Helm Financial Corporation, as Assignor, and Helm-Atlantic Associates Limited Partnership, a Delaware limited partnership, as Assignee, did enter into that certain Memorandum of Assignment of Service Agreement dated as of December 27, 1993 whereby the Assignor assigned to Assignee its right, title and interest in and to the Service Agreement between Assignor and North Shore Railroad Company as amended October 28, 1993 (Recordation No. 18628) as to certain designated units, the said Memorandum of Assignment of Service Agreement

being filed and recorded with the ICC on December 30, 1993 under Recordation No. 18629-C,
and

WHEREAS, Helm-Atlantic Associates Limited Partnership, as Assignor, and Rail Wagons, Inc., as Assignee, did enter into that certain Memorandum of Service Agreement Assignment dated as of December 27, 1993 whereby the Assignor assigned to the Assignee a security interest in its interest in the above-mentioned Service Agreement, the said Assignment being filed and recorded with the ICC on December 30, 1993 under Recordation No. 18629-D, and

WHEREAS, the obligations secured by the aforesaid Memorandum of Chattel Mortgage and Security Agreement and related Chattel Mortgage and Security Agreement, the two aforesaid Memorandum of Lease Assignment documents to Rail Wagons, Inc. and the aforesaid Memorandum of Service Agreement Assignment to Rail Wagons, Inc. have been satisfied and discharged;

NOW THEREFORE, for good and valuable consideration, the sufficiency and receipt of which is acknowledged, and intending to be legally bound, Rail Wagons, Inc. does hereby release and terminate *in toto* the Memorandum of Chattel Mortgage and Security Agreement and related Chattel Mortgage and Security Agreement, the security interest created by the aforesaid two Memorandum of Lease Assignment documents and the Memorandum of Service Agreement Assignment and fully releases and discharges all the collateral described and covered therein and thereby.

IN WITNESS WHEREOF, Rail Wagons, Inc., has duly executed this FULL RELEASE OF MEMORANDUM OF CHATTEL MORTGAGE AND SECURITY AGREEMENT AND RELEASE AND TERMINATION OF SECURITY INTEREST IN LEASES AND SERVICE AGREEMENT as of this 18th day of July 1994.

RAIL WAGONS, INC.

By: A. B. Aftora
Name: A. B. Aftora
Title: J.P. and Treasurer

STATE OF FLORIDA)
COUNTY OF DUVAL) SS:

On this 18th day of July, 1994 before me personally appeared A. B. AFTOORA, to me personally known, who being by me duly sworn, says that he/she is the Vice President and Treasurer of Rail Wagons, Inc., that the foregoing instrument was signed on behalf of Rail Wagons, Inc. by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of Rail Wagons, Inc.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

DALE M TRENT
NOTARY PUBLIC STATE OF FLORIDA
My Comm Exp. 3/12/96
COMM NBR CC186154

Dale M. Trent
Notary Public

[SEAL]

My Commission expires: