

19309 - A
MAY 3 1997

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

OF COUNSEL
URBAN A. LESTER

March 7, 1997

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 three (3) copies of a Release and Termination of Security Interest, dated March 4, 1997, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a full release of the Security Agreement previously filed under Recordation Number 19309.

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

Debtor: ACF Industries, Incorporated
620 North Second Street
St. Charles, Missouri 63301

Secured Party: Corestates Bank, N.A.
Centre Square
PO Box 8377
Philadelphia, PA 19101

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

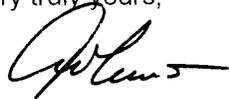
Counterpart - K. Bontman

Mr. Vernon A. Williams
March 7, 1997
Page 2

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 stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

19309-A
MAR 7 1995

RELEASE AND TERMINATION
OF SECURITY INTEREST

WHEREAS, ACF Industries, Incorporated, a New Jersey corporation (the "Debtor") and Corestates Bank, N.A. (the "Secured Party") entered into a certain Security Agreement -Trust Deed dated as of March 22, 1995 (the "Security Agreement") pursuant to which the Debtor collectively transferred, conveyed, hypothecated, mortgaged, delivered, pledged, assigned and granted to the Secured Party a lien on and a security interest in all of the Debtor's right, title and interest in certain railroad cars and related leases, to secure a certain loan made to the Debtor pursuant to the Term Loan Agreement dated as of March 22, 1995, between the Debtor and the Secured Party;

WHEREAS, the Security Agreement was recorded with the Interstate Commerce Commission, Recordation No. 19309, and with the Registrar General of Canada, Recordation No. 246;

WHEREAS, the Debtor has requested the Secured Party to release its lien on and its security interest in all of the railcars and leases related thereto subject to the lien created by the Security Agreement and the Secured Party has agreed to such release;

NOW, THEREFORE, for good and valuable consideration, the Secured Party hereby agrees and covenants as follows:

The Secured Party hereby releases, and terminates its security interest in, and all of its right, title and interest in and to the Collateral (as defined in the Security Agreement) including, without limitation:

(a) certain railroad tank cars and covered hopper cars which cars are more fully described in Schedule A hereto (the "Equipment", as defined in the Security Agreement) 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 or proceeds of any and all of said Equipment, together with all the records, rents, mileage credits earned, issues, income, profits, avails and other proceeds (including insurance proceeds) therefrom;

(b) all right, title, interest claims and demands of the Debtor in, to and under each and every lease now or hereafter entered into relating to the Equipment (each such portion of such lease being an "Equipment Lease", as defined in the Security Agreement), including any extensions of the term of every Equipment Lease, all records related to the Equipment Leases and all payments due and to become due under any Equipment Lease,

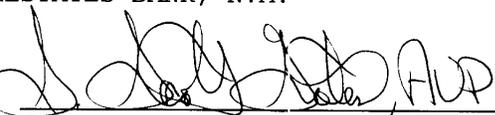
whether as contractual obligations, damages, casualty payments, insurance proceeds or otherwise to the extent such payments are derived from the Equipment;

(c) the Cash Collateral (as defined in the Security Agreement); and

(d) all products and proceeds of any of the foregoing.

IN WITNESS WHEREOF, the undersigned has caused this Release to be duly executed this 4th day of March, 1997

CORESTATES BANK, N.A.

By:  _____

Name:

Title:

SCHEDULE A

To the Secured Agreement - Trust Deed

<u>CAR NUMBER</u>	<u>AAR DESG.</u>	<u>TYPE OF CAR</u>
ACFX76758	T054	Tank
ACFX76759	T054	Tank
ACFX76760	T054	Tank
ACFX71182	T106	Tank
ACFX71183	T106	Tank
ACFX71186	T106	Tank
ACFX38500	C214	Covered Hopper
ACFX38501	C214	Covered Hopper
ACFX38502	C214	Covered Hopper
ACFX38503	C214	Covered Hopper
ACFX38504	C214	Covered Hopper
ACFX38505	C214	Covered Hopper
ACFX38506	C214	Covered Hopper
ACFX38507	C214	Covered Hopper
ACFX38508	C214	Covered Hopper
ACFX38509	C214	Covered Hopper
ACFX38510	C214	Covered Hopper
ACFX38511	C214	Covered Hopper
ACFX38512	C214	Covered Hopper
ACFX38513	C214	Covered Hopper
ACFX38514	C214	Covered Hopper
ACFX38515	C214	Covered Hopper
ACFX38516	C214	Covered Hopper
ACFX38517	C214	Covered Hopper
ACFX38518	C214	Covered Hopper
ACFX71103	T108	Tank
ACFX71106	T108	Tank
ACFX71108	T108	Tank
ACFX71111	T108	Tank
ACFX71113	T108	Tank
ACFX71114	T108	Tank
ACFX71124	T108	Tank
ACFX71170	T108	Tank
ACFX71178	T108	Tank
ACFX76737	T104	Tank
ACFX76739	T104	Tank
ACFX76740	T104	Tank
ACFX76746	T104	Tank

ACFX38654	C214	Covered Hopper
ACFX71230	T105	Tank
ACFX71231	T105	Tank
ACFX71232	T105	Tank
ACFX71234	T105	Tank
ACFX71235	T105	Tank
ACFX71236	T105	Tank
ACFX71237	T105	Tank
ACFX71238	T105	Tank
ACFX71239	T105	Tank
ACFX38752	C214	Covered Hopper
ACFX38753	C214	Covered Hopper
ACFX38754	C214	Covered Hopper
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ACFX38778	C214	Covered Hopper
ACFX38779	C214	Covered Hopper
ACFX38780	C214	Covered Hopper
ACFX38781	C214	Covered Hopper
ACFX38782	C214	Covered Hopper
ACFX38783	C214	Covered Hopper
ACFX38784	C214	Covered Hopper
ACFX38785	C214	Covered Hopper
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ACFX38573	C214	Covered Hopper
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ACFX38585	C214	Covered Hopper
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ACFX38660	C214	Covered Hopper
ACFX38662	C214	Covered Hopper
ACFX38663	C214	Covered Hopper
ACFX38666	C214	Covered Hopper
ACFX38674	C214	Covered Hopper
ACFX38678	C214	Covered Hopper

ACFX38679	C214	Covered Hopper
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ACFX39326	C214	Covered Hopper
ACFX39328	C214	Covered Hopper
ACFX71184	T106	Tank
ACFX71185	T106	Tank
ACFX59959	C614	Covered Hopper
ACFX59960	C614	Covered Hopper
ACFX59961	C614	Covered Hopper
ACFX59962	C614	Covered Hopper
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ACFX38912	C214	Covered Hopper
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ACFX76862	T107	Tank
ACFX76863	T107	Tank
ACFX76864	T107	Tank
ACFX76865	T107	Tank
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ACFX76867	T107	Tank
ACFX76868	T107	Tank

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ACFX76870	T107	Tank
ACFX76871	T107	Tank
ACFX76872	T107	Tank
ACFX76873	T107	Tank
ACFX76874	T107	Tank
ACFX76875	T107	Tank
ACFX76876	T107	Tank
ACFX38562	C214	Covered Hopper
ACFX76907	T104	Tank
ACFX76908	T104	Tank
ACFX76915	T104	Tank

SCHEDULE A

To the Secured Agreement - Trust Deed

<u>CAR NUMBER</u>	<u>AAR DESG.</u>	<u>TYPE OF CAR</u>
ACFX76758	T054	Tank
ACFX76759	T054	Tank
ACFX76760	T054	Tank
ACFX71182	T106	Tank
ACFX71183	T106	Tank
ACFX71186	T106	Tank
ACFX38500	C214	Covered Hopper
ACFX38501	C214	Covered Hopper
ACFX38502	C214	Covered Hopper
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ACFX38517	C214	Covered Hopper
ACFX38518	C214	Covered Hopper
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ACFX71106	T108	Tank
ACFX71108	T108	Tank
ACFX71111	T108	Tank
ACFX71113	T108	Tank
ACFX71114	T108	Tank
ACFX71124	T108	Tank
ACFX71170	T108	Tank
ACFX71178	T108	Tank
ACFX76737	T104	Tank
ACFX76739	T104	Tank
ACFX76740	T104	Tank
ACFX76746	T104	Tank

ACFX38654	C214	Covered Hopper
ACFX71230	T105	Tank
ACFX71231	T105	Tank
ACFX71232	T105	Tank
ACFX71234	T105	Tank
ACFX71235	T105	Tank
ACFX71236	T105	Tank
ACFX71237	T105	Tank
ACFX71238	T105	Tank
ACFX71239	T105	Tank
ACFX38752	C214	Covered Hopper
ACFX38753	C214	Covered Hopper
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ACFX39322	C214	Covered Hopper
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ACFX39328	C214	Covered Hopper
ACFX71184	T106	Tank
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ACFX71112	T108	Tank
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ACFX71119	T108	Tank
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ACFX71127	T108	Tank
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ACFX38912	C214	Covered Hopper
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ACFX38581	C214	Covered Hopper
ACFX38590	C214	Covered Hopper
ACFX38604	C214	Covered Hopper
ACFX38615	C214	Covered Hopper
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ACFX39201	C214	Covered Hopper
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ACFX39235	C214	Covered Hopper
ACFX39236	C214	Covered Hopper
ACFX39237	C214	Covered Hopper
ACFX39238	C214	Covered Hopper
ACFX39239	C214	Covered Hopper
ACFX39240	C214	Covered Hopper
ACFX39241	C214	Covered Hopper
ACFX39242	C214	Covered Hopper
ACFX40301	C214	Covered Hopper
ACFX40302	C214	Covered Hopper
ACFX40303	C214	Covered Hopper
ACFX40304	C214	Covered Hopper
ACFX40325	C214	Covered Hopper
ACFX40326	C214	Covered Hopper
ACFX40327	C214	Covered Hopper
ACFX39343	C214	Covered Hopper
ACFX39344	C214	Covered Hopper
ACFX39345	C214	Covered Hopper
ACFX77219	T866	Tank
ACFX77226	T865	Tank

ACFX77227	T865	Tank
ACFX77239	T865	Tank
ACFX77240	T865	Tank
ACFX77241	T865	Tank
ACFX77242	T865	Tank
ACFX77243	T865	Tank
ACFX77244	T865	Tank
ACFX77245	T865	Tank

ACFX76827	T107	Tank
ACFX76828	T107	Tank
ACFX76829	T107	Tank
ACFX76830	T107	Tank
ACFX76831	T107	Tank
ACFX76832	T107	Tank
ACFX76833	T107	Tank
ACFX76834	T107	Tank
ACFX76835	T107	Tank
ACFX76836	T107	Tank
ACFX76837	T107	Tank
ACFX76838	T107	Tank
ACFX76839	T107	Tank
ACFX76840	T107	Tank
ACFX76841	T107	Tank
ACFX76842	T107	Tank
ACFX76843	T107	Tank
ACFX76844	T107	Tank
ACFX76845	T107	Tank
ACFX76846	T107	Tank
ACFX76847	T107	Tank
ACFX76848	T107	Tank
ACFX76849	T107	Tank
ACFX76850	T107	Tank
ACFX76851	T107	Tank
ACFX76852	T107	Tank
ACFX76853	T107	Tank
ACFX76854	T107	Tank
ACFX76855	T107	Tank
ACFX76856	T107	Tank
ACFX76857	T107	Tank
ACFX76858	T107	Tank
ACFX76859	T107	Tank
ACFX76860	T107	Tank
ACFX76861	T107	Tank
ACFX76862	T107	Tank
ACFX76863	T107	Tank
ACFX76864	T107	Tank
ACFX76865	T107	Tank
ACFX76866	T107	Tank
ACFX76867	T107	Tank
ACFX76868	T107	Tank

ACFX76869	T107	Tank
ACFX76870	T107	Tank
ACFX76871	T107	Tank
ACFX76872	T107	Tank
ACFX76873	T107	Tank
ACFX76874	T107	Tank
ACFX76875	T107	Tank
ACFX76876	T107	Tank
ACFX38562	C214	Covered Hopper
ACFX76907	T104	Tank
ACFX76908	T104	Tank
ACFX76915	T104	Tank