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BRYCE REA, JR.
BRIAN L. TROLANO
ROBERT A. WIMBISH

19672-C

BY HAND

June 18, 1996

Ms. Janice Fort
Equipment Recordation Office
Surface Transportation Board
12th and Constitution Ave., N.W.
Washington, D.C. 20423

RE: Partial Release of Railcar Lien
Union Pacific Railroad Company - Creditor
Temco Corporation - Debtor

Dear Ms. Fort:

Enclosed for recordation pursuant to the provisions of
49 U.S.C. Section 11303(a) is the following document:

An executed original copy of a Partial Release of
Railcar Lien dated April 10, 1996, a secondary document as
defined in the Surface Transportation Board's Rules for
Recordation of Documents under 49 CFR §1177. The names and
addresses of the parties to the subject Railcar Lien are:

Secured Party: Union Pacific Railroad Company
1416 Dodge Street
Room 830
Omaha, NE 68179-5610

Debtor: Temco Corporation
100 East Scranton Ave.
Lake Bluff, IL 60044

A description of the railroad equipment covered by this
document is provided in Appendix A to the subject Partial Release
instrument. The equipment subject to the attached Partial
Release represents a portion of that equipment covered by a Lien
filed with the Interstate Commerce Commission under Recordation
Number 19672.

JUN 18 2 08 PM '96
SURFACE TRANSPORTATION BOARD

Counter Party - Robert A. Wimbish

Ms. Janice Fort
June 18, 1996
Page 2

The subject Lien has been previously filed with the Interstate Commerce Commission as follows:

Recordation Number 19672

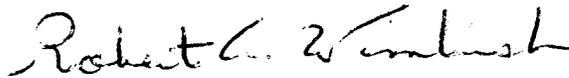
A short summary of the enclosed document to appear in the Commission's index is:

Partial Release of Railcar Lien dated April 10, 1996, between Temco Corporation (debtor) and Union Pacific Railroad Company (secured party) covering 9 railcars identified in Appendix A.

A recordation fee of \$21.00 is enclosed.

Please let me know if you need anything else.

Sincerely Yours,



Robert A. Wimbish

Enclosure

cc: Larry Sugar (Client)
Burt Engleberg, Esq.

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

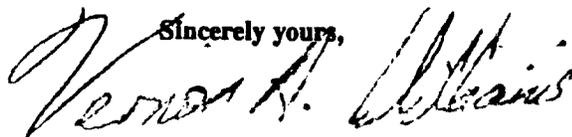
6/18/96

Robert A. Wimbish
Rea, Cross & Auchincloss
1920 N St., N.W., Ste. 420
Washington, DC., 20036

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 6/18/96 at 2:10PM, and assigned recordation number(s). 19672-C.

Sincerely yours,

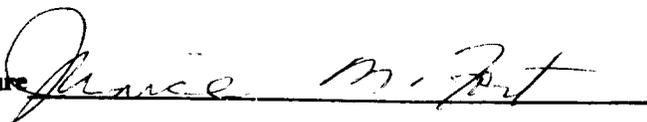


Vernon A. Williams
Secretary

Enclosure(s)

\$ 21.00 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 and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



19672-C

PARTIAL RELEASE OF RAILCAR LIEN

KNOW ALL MEN BY THESE PRESENTS THAT:

WHEREAS, UNION PACIFIC RAILROAD COMPANY, a Utah corporation (the "Railroad"), has heretofore obtained an Order dated September 7, 1995 from the United States District Court for the Northern District of Illinois ("Order") in Union Pacific Railroad Company vs. TEMCO Leasing Company, Case No. 94 C 6225; and

WHEREAS, the Railroad duly filed and recorded a Memorandum of Order (the "Memorandum of Order") with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on October 19, 1995 under recordation number 19672; and

WHEREAS, TEMCO Leasing Company ("TEMCO") has requested that the Railroad release from its judgement lien, certain property subject to the Memorandum of Order hereinafter particularly described.

NOW, THEREFORE, the Railroad, for and in consideration of Ten Dollars (\$10.00) and other good and valuable consideration, receipt whereof is hereby acknowledged, does hereby RELEASE, REMISE, CONVEY AND QUIT CLAIM unto TEMCO, its successors and assigns, all of the right, title, lien, interest, claim or demand whatsoever which the Railroad has or may have acquired under, through or by virtue of the Memorandum of Order in and to the property described in Appendix A hereto.

THIS INSTRUMENT is executed upon the express condition that nothing herein contained shall be construed to release from the lien of the Memorandum of Order, or to impair said lien upon any property subject thereto, except the property hereinabove specifically described.

IN WITNESS WHEREOF, the Railroad has caused this instrument to be duly executed and delivered by its duly authorized officers as of this 10 day of April, 1996.

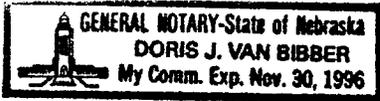
UNION PACIFIC RAILROAD COMPANY

By: James V. Dulan
Its: Vice President - Law

STATE OF NEBRASKA)
) SS.
COUNTY OF OMAHA)

On this 10th day of April, 1996, before me, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named James V. Dolan to me a Vice President - Law of Union Pacific Railroad Company, a Utah corporation, and duly authorized by authority of the board of directors or the by-laws of said corporation in his capacity as such officer to execute and acknowledge the foregoing instrument for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered the foregoing instrument as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 10th day of April, 1996.



Doris J. Van Bibber
Notary Public

My Commission Expires:

Nov. 30, 1996

APPENDIX A

Nine railcars bearing the following road numbers:

TMCX 22902
TMCX 22932
TMCX 22949
TMCX 22972
TMCX 22989
TMCX 23136
TMCX 23139
TMCX 23143
TMCX 23145

AFFIDAVIT

City of Washington)
) ss.
District of Columbia)

Robert A. Wimbish, being duly sworn according to the law,
deposes and states as follows:

1. I am submitting for recordation with the Surface
Transportation Board the attached copy of a Partial Release of
Railcar Lien between Temco Corporation ("Debtor") and the Union
Pacific Railroad Company ("Secured Party") executed 10 April
1996.

2. I have compared the attached copy with the original
document, and I have found the attached copy to be complete and
identical in all respects to the original document.

Robert A. Wimbish
(Signature)

Robert A. Wimbish
(Printed or Typed)

Subscribed and sworn to before me, a Notary Public, in
and for the City of Washington, District of Columbia, this 18th
day of June, 1996.

My Commission expires:

Lynn Gottschalk
(Notary Public)

11-30-99

LYNN GOTTSCHALK
Notary Public, District of Columbia
My Commission Expires: November 30, 1999