

Release of Security Agreement and Assignment of Lease
Dated as of December 15, 1974

Reference is made to (i) a Security Agreement dated as of December 15, 1974 ("Security Agreement"), between First National Bank of Louisville, as Owner Trustee, and Comerica Bank Detroit (formerly named The Detroit Bank and Trust Company), as Security Trustee, which was filed and recorded with the Interstate Commerce Commission, Recordation No. 7753, on December 26, 1974, at 4:10 p.m. and (ii) a related Assignment of Lease and Agreement dated as of December 15, 1974 ("Lease Assignment"), which was filed and recorded with the Interstate Commerce Commission, Recordation No. 7753-B, on the same date and at the same time as the Security Agreement. Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Security Agreement.

The undersigned, pursuant to Section 12.01 of the Security Agreement, hereby certifies that (i) all Holders have received full payment of all principal and interest and other sums payable to them under the Security Agreement and under the Notes and (ii) all Trustees' Expenses have been paid in full; and, accordingly, at the request of the Owner Trustee, the undersigned hereby (a) acknowledges that the Owner Trustee has paid or caused to be paid all the indebtedness secured by the Security Agreement and Lease Assignment, (b) acknowledges that the grant, bargain, sale, transfer, conveyance, assignment, pledge and hypothecation to the Security Trustee by the Owner Trustee of the Trust Estate, and the grant to the Security Trustee by the Owner Trustee of a security interest in the Trust Estate, has ceased, terminated and is of no further force and effect whatsoever as a result of the execution and delivery of this instrument, (c) acknowledges that the Lease Assignment and all rights therein assigned to the Security Trustee are terminated, and all estate, right, title and interest of the Security Trustee in and to the Lease has reverted to the Owner Trustee, (d) releases and reconveys all the Trust Estates to the Owner Trustee freed and discharged from the trusts and provisions contained in the Security Agreement and (e) releases the Owner Trustee from its covenants contained in the Security Agreement, the Lease Assignment and the Notes.

IN WITNESS WHEREOF, the undersigned, pursuant to due corporate authority, has caused this instrument to be duly executed in its corporate name by its officer thereunto

RECORDATION NO. 7753-C FILED DATE

JUN 4 1990 -4 15 PM

INTERSTATE COMMERCE COMMISSION

duly authorized, all as of the date written below, and the undersigned signatory hereby declares pursuant to 28 U.S.C. 1746 under penalty of perjury that the foregoing is a true and correct document and was executed on the date indicated below its signature.

COMERICA BANK DETROIT, not in its individual capacity but solely as Security Trustee,

by *Ronald Wilson*
Name: RONALD A. WILSON
Title: Assistant Vice President

Executed on April 30, 1990.

DESCRIPTION OF EQUIPMENT

<u>Type</u>	<u>Quan- tity</u>	<u>Unit Numbers (Both Inclusive)</u>	<u>Owner's Cost per Unit</u>	<u>Owner's Cost Total</u>
100 Ton (3850 cubic feet) high side steel rotary dump gondola cars; Dispatch Shops, manufacturer	83	DEEX 197 199 201-229 231-252 254-265 267-284	\$15,460	\$1,283,180
100 Ton (3850 cubic feet) high side steel rotary dump gondola cars; Thrall Car Manufacturing Company, manufacturer	5	DEEX 306-310	18,052	90,260
125 Ton (5160 cubic feet) aluminum bodied, steel underframe high side rotary dump gondola cars; Fruehauf Railcar Division, manufacturer (rotary coupler)	37	Odd Consecutively Numbered Cars in the Series DEEX 1081-1153	23,000	851,000
125 Ton (5160 cubic feet) aluminum bodied, steel underframe high side rotary dump gondola cars; Fruehauf Railcar Division, manufacturer (fixed coupler)	34	Even Consecutively Numbered Cars in the Series DEEX 1082-1132 1136-1150	22,920	779,280
125 Ton (5160 cubic feet) aluminum bodied, steel underframe high side rotary dump gondola cars; Fruehauf Railcar Division, manufacturer (rotary coupler)	34	Odd Consecutively Numbered Cars in the Series DEEX 2085-2121 2125-2153	24,030	817,020
125 Ton (5160 cubic feet) aluminum bodied, steel underframe high side rotary dump gondola cars; Fruehauf Railcar Division, manufacturer (fixed coupler)	34	Even Consecutively Numbered Cars in the Series DEEX 2080-2100 2104-2136 2140-2150	23,930	813,620
125 Ton (5160 cubic feet) aluminum bodied, steel underframe high side rotary dump gondola cars; Fruehauf Railcar Division, manufacturer (rotary coupler)	32	Odd Consecutively Numbered Cars in the Series DEEX 3077-3105 3109-3131 3135-3143	24,370	779,840
125 Ton (5160 cubic feet) aluminum bodied, steel underframe high side rotary dump gondola cars; Fruehauf Railcar Division, manufacturer (fixed coupler)	31	Even Consecutively Numbered Cars in the Series DEEX 3076-3090 3094-3120 3124-3140	24,250	751,750

DESCRIPTION OF EQUIPMENT (Continued)

<u>Type</u>	<u>Quantity</u>	<u>Unit Numbers (Both Inclusive)</u>	<u>Owner's Cost per Unit</u>	<u>Owner's Cost Total</u>
3000 h.p. Model SD 40 diesel electric locomotive units (with locotrol); General Motors Corporation (Electro-Motive Division), manufacturer.....	2	DE-003 DE-004	\$325,000	\$ 650,000
3000 h.p. Model SD 40 diesel electric locomotive unit (without locotrol); General Motors Corporation (Electro-Motive Division), manufacturer.....	1	DE-006	295,000	295,000
3000 h.p. Model U30C diesel electric locomotive units (with locotrol); General Electric Company, manufacturer.....	2	DE-009 DE-010	360,000	720,000
3000 h.p. Model U30C diesel electric locomotive unit (without locotrol); General Electric Company, manufacturer.....	1	DE-012	350,000	350,000
3000 h.p. Model SD 40 diesel electric locomotive unit (with locotrol); General Motors Corporation (Electro-Motive Division), manufacturer.....	1	DE-014	340,000	340,000
3000 h.p. Model SD 40 diesel electric locomotive unit (without locotrol); General Motors Corporation (Electro-Motive Division), manufacturer.....	1	DE-017	340,000	340,000
Total.....				<u>\$8,860,950</u>