

10228-D

RECORDING NO 10228-D FILED 1993

RELEASE AND TERMINATION OF SECURITY INTEREST
DEC 16 1993 - 12 45 PM
INTERSTATE COMMERCE COMMISSION

WHEREAS, ACF Industries, Incorporated (the "Company") and Bankers Trust Company, a New York banking corporation, not in its individual capacity but solely as trustee (the "Trustee"), entered into a certain Equipment Trust Agreement dated as of March 15, 1979 (as heretofore amended, modified or supplemented, the "Agreement") pursuant to which the Company conveyed title to certain railroad cars in connection with the issuance of \$25,000,000 in aggregate principal amount of Equipment Trust Certificates, Series H;

WHEREAS, the Agreement was recorded with the Interstate Commerce Commission ("ICC") on March 28, 1979, Recordation No. 10228;

WHEREAS, the Trustee has reconveyed title to said railroad cars to the Company and, in connection therewith, the Company has requested the Trustee to release and terminate any and all liens, security interests and other rights or interests in all of said railcars and the Trustee has agreed to such release;

NOW, THEREFORE, the Trustee hereby agrees as follows:

The Trustee hereby releases and terminates any and all liens on and security interests in, and all of its right, title and interest in and to, the railroad tank cars and covered hopper cars listed on Schedule 1 hereto.

IN WITNESS WHEREOF, the undersigned has caused this Release to be duly executed this 14th day of December, 1993.

BANKERS TRUST COMPANY, NOT IN ITS INDIVIDUAL CAPACITY BUT SOLELY AS TRUSTEE

By: [Signature]
Its: V.P.

STATE OF NEW YORK)
 : ss.
COUNTY OF NEW YORK)

On this 14th day of December, 1993, before me personally came SCOTT MUIRHEAD, to me known, who being to me duly sworn, did depose and say that he resides at _____, that he is the VICE PRESIDENT of Bankers Trust Company, the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said corporation.


Notary Public

KAREN J. MORENA
Notary Public, State of New York
No. 41-4991083
Qualified in Queens County
Commission Expires Jan. 21, 1994

ETA - H

<u>Quantity</u>	<u>A.A.R. Car Type Code</u>	<u>Initialed ACFX and Numbered</u>
10	T104	78866-78875
20	T616	78876-78895
1	T104	78897
7	T104	78900-78906
1	T105	78907
3	T106	78910-78912
17	T526	86378-86394
25	L154	98101-98125
11	L254	98246-98256

Recapitulation

Total Covered Hopper Cars	537
Total Tank Cars	<u>265</u>
Total Number of Cars	<u>802</u>

Description of Substituted Equipment

<u>Car Initial And Number</u>	<u>AAR Mechanical Designation Code</u>	<u>Placed in Service</u>	<u>Cost</u>	<u>Cost Less 1/20th Each Year In Service</u>	<u>Fair Value</u>	<u>Value</u>
ACFX 72514	T106	7/88	\$ 43,291	\$ 43,291	\$ 43,291	\$ 43,291
ACFX 72515	T106	7/88	43,291	43,291	43,291	43,291
ACFX 72516	T106	7/88	43,291	43,291	43,291	43,291
ACFX 72517	T106	7/88	43,291	43,291	43,291	43,291
ACFX 72518	T106	7/88	43,291	43,291	43,291	43,291
ACFX 72519	T106	7/88	43,291	43,291	43,291	43,291
ACFX 72520	T106	7/88	43,291	43,291	43,291	43,291
ACFX 72521	T106	7/88	43,291	43,291	43,291	43,291
ACFX 72522	T106	7/86	43,291	43,291	43,291	43,291
			\$389,619	\$389,619	\$389,619	\$389,619