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July 3, 1991

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8065 C
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MICHAEL DOWNEY RICE
COUNSEL

INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Washington, DC 20423

Dear Secretary:

We have enclosed three counterparts of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code:

Release, dated June 1st, 1991, by the Mercantile-Safe Deposit and Trust Company, a secondary document.

The primary documents to which this is connected are a Conditional Sale Agreement and assignment thereof recorded on September 1, 1975, under Recordation Nos. 8065 and 8065-A.

The name and address of the party to the documents are as follows:

Agent
Mercantile-Safe Deposit and Trust Company
Two Hopkins Plaza
Baltimore, Maryland 21203

The equipment covered by this document consists of 50'6", 70-ton capacity general service box cars, AAR mechanical designation XM, marked with the road numbers of The Atchison, Topeka and Santa Fe Railway Company in the series ATSF 51000 - ATSF 51976, formerly marked in the series RBOX 12000 - RBOX 12343, RBOX 15676 - RBOX 16061, and RBOX 18024 - RBOX 18293, all inclusive.

Jennifer A. H. Mitchell

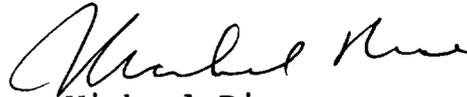
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A short summary of the document to appear in the index is as follows:

Release, dated June 1, 1991, by Mercantile-Safe Deposit and Trust Company, as agent, releasing and discharging the indebtedness under the Conditional Sales Agreement dated as of September 1, 1975, among The Atchison, Topeka and Santa Fe Railway Company, as guarantor, Pullman Incorporated (Pullman-Standard division), and United States Trust Company of New York, as trustee.

A fee of \$15 is enclosed. Please return any extra copies not needed by the Commission for recordation to James E. Magee, Esq., 1111 19th Street, N.W. Washington, D.C. 20036.

Very truly yours,



Michael Rice

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

7/3/91

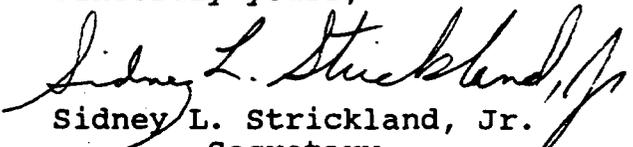
OFFICE OF THE SECRETARY

James E. Magee, Esq
1111 19th Street, N.W.
Washington, D.C. 20016

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 7/3/91 at 9:45am, and assigned recordation number(s). 8065-C8066-F, 8068-C 8069-C

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

8065-C
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INTERSTATE COMMERCE COMMISSION

RELEASE dated as of June 1, 1991, by MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, a Maryland banking corporation (hereinafter called the Agent).

WHEREAS the Agent is acting for certain institutional investors pursuant to the Finance Agreement dated as of September 1, 1975 (hereinafter called the **Finance Agreement**), among the Agent, United States Trust Company of New York, a New York corporation, acting as trustee under the Trust Agreement dated as of September 1, 1975, with General Electric Credit Corporation, a New York corporation (said trust company, in such capacity, being hereinafter called the **Trustee**), and certain investors named in Schedule A thereto;

WHEREAS, acting pursuant to the Finance Agreement, the Agent has been assigned certain indebtedness under the three Conditional Sale Agreements dated as of September 1, 1975, among the following parties:

ACF Industries, Incorporated, a New Jersey corporation, the Trustee, and The Atchison, Topeka and Santa Fe Railway Company, a Delaware corporation (hereinafter called the **Guarantor**);

FMC Corporation, a Delaware corporation, the Trustee, and the Guarantor; and

Pullman Incorporated (Pullman-Standard division), a Delaware corporation, the Trustee, and the Guarantor;

(each such agreement being hereinafter called a **Conditional Sale Agreement**), in each case pursuant to an Agreement and Assignment dated as of September 1, 1975 (each hereinafter called an **Assignment**);

WHEREAS each Conditional Sale Agreement and the related Assignment has been recorded with the Interstate Commerce Commission pursuant to section 20c of the Interstate Commerce Act on September 1, 1975, and assigned the following recordation numbers, respectively:

8068 and 8068-A (ACF);

8069 and 8069-A (FMC);

8065 and 8065-A (Pullman);

WHEREAS the Guarantor and the Trustee are parties to a Lease of Railroad Equipment dated as of May 1, 1983 (hereinafter called the **Lease**), and the Lease has been assigned to the Agent as security for the Trustee's indebtedness under the Conditional

129 Sale Agreements, pursuant to the Assignment of Lease and Agreement dated as of May 1, 1983 (hereinafter called the Lease Assignment);

WHEREAS the Lease and the Lease Assignment have been recorded with the Interstate Commerce Commission pursuant to section 11303 of Title 49 of the United States Code on July 26, 1983, and assigned the recordation numbers 8066-C and 8066-D, respectively;

WHEREAS the indebtedness of the Trustee under each Conditional Sale Agreement has been fully paid and discharged out of the income and proceeds from the Lease;

NOW, THEREFORE, the Agent does hereby acknowledge the satisfaction of the indebtedness under the Conditional Sale Agreements, and does hereby release and discharge all of the right, title, and interest of the Agent in and to the Conditional Sale Agreements, the railroad equipment covered thereby, the Lease, and any amounts payable thereunder.

IN WITNESS WHEREOF, the Agent has caused this release to be duly executed by its officer thereunto duly authorized:

MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, as Agent,

by  Vice President

STATE OF MARYLAND)
) ss.:
COUNTY OF BALTIMORE)

On this 27th day of June, 1991, before me personally appeared John M. Mitchell, to me personally known who, being by me duly sworn, says that he is a Vice President of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, that the foregoing instrument was signed on behalf of said company by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.


Notary Public

My commission expires OCT 22 1994