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June 30, 1994

Direct Dial: (202)466-6532

RECORDATION NO. 10398-J FILED 1425

JUL 1 1994 - 10 05 AM

INTERSTATE COMMERCE COMMISSION

Honorable Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, DC 20423

Dear Secretary Strickland:

I have enclosed the original and three certified copies of each of the two documents described below, to be recorded pursuant to 49 U.S.C. § 11303.

- I. The first document is a Release, dated June 30, 1994, a secondary document. The primary documents to which this is connected are recorded under Recordation Nos. 10398 and 10621. We request that this document be recorded under Recordation Nos. 10398-J and 10621-G.

The name and address of the party to the Release is:

Agent:

National Westminster Bank
175 Water Street
New York, NY 10038

A description of the equipment covered by the Release consists of 149 100-ton 4,650 cubic foot lined covered hopper cars numbered ATSF 317500-317572, and 317574-317649, all inclusive.

- II. The second document is a Note and Security Agreement, a secondary document, dated June 30, 1994. The primary documents to which this is connected are recorded under Recordation Nos. 10398 and 10621. We

Janis H. D. J.

counterparts

Honorable Sidney L. Strickland, Jr.
June 30, 1994
Page 2

request that this document be recorded under Recordation Nos. 10398-K
and 10621-H.

The names and addresses of the parties to the Note and Security Agreement
are:

Lender:

Hitachi Credit America Corp.
777 W. Putnam Avenue
Greenwich, CT 06830

Debtor:

First Security Bank of Utah, N.A.
79 S. Main Street
Salt Lake City, UT 84111

A description of the equipment covered by the Note and Security Agreement
consists of 149 100-ton 4,650 cubic foot lined covered hopper cars numbered ATSF
317500-317572, and 317574-317649, all inclusive.

A fee of ⁷²\$36.00 is enclosed. Please return the original and one certified copy
of the document to:

Louis E. Gitomer
Ball, Janik & Novack
Suite 1035
1101 Pennsylvania Avenue, N.W.
Washington, DC 20004

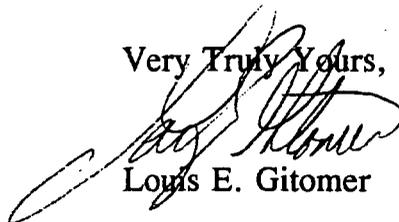
A short summary of the documents to appear in the index follows: (1) a Release
by National Westminster Bank, 175 Water Street, New York, NY 10038, covering
149 100-ton 4,650 cubic foot lined covered hopper cars numbered ATSF 317500-
317572, and 317574-317649, all inclusive; and (2) Note and Security Agreement

BALL, JANIK & NOVACK

Honorable Sidney L. Strickland, Jr.
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between Hitachi Credit America Corp., 777 W. Putnam Avenue, Greenwich, CT 06830, and First Security Bank of Utah, N.A., 79 S. Main Street, Salt Lake City, UT 84111, covering 149 100-ton 4,650 cubic foot lined covered hopper cars numbered ATSF 317500-317572, and 317574-317649, all inclusive.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "Louis E. Gitomer", is written over the typed name below.

Louis E. Gitomer

Enclosures

RECORDATION NO. 10398-J FILED 1495

JUL 1 1994 - 10 05 AM

INTERSTATE COMMERCE COMMISSION

National Westminster Bank USA

175 Water Street
New York, NY 10038-4924
212 602 2651

June 30, 1994

Hitachi America Credit Corp.
777 West Putnam Avenue
Greenwich, CT 06830

The First Security Bank of Utah, N.A.
79 S. Main Street
Salt Lake City, UT 84111

Dear Sirs:

Reference is hereby made to the Equipment Lease dated as of May 15, 1979 (the "Lease") between The First Security Bank of Utah, N.A. as Owner Trustee, as lessor, ("Lessor"), and The Atchison, Topeka & Santa Fe Railway Company as successor-in-interest to Mitsubishi International Corporation, successor-in-interest to Agrex, Inc., formerly known as Koppel, Inc. as lessee, ("Lessee"). Pursuant to a loan agreements with American Finance Group, the undersigned has a security interest in certain equipment leased pursuant to the Lease and constituting 149 100-ton 4,650 cubic foot lined hopper cars numbered ATSF 317500-317649 (excluding 317173, inclusive, formerly numbered KPLX 20000-200072 and 20074-20149, inclusive, (the "Equipment") subject to the Lease.

The undersigned hereby releases its security interest, and all other interests, in the Lease and the Equipment granted under the Security Agreement, the Assignment of Lease and that certain Guaranty, all executed by Lessor and dated as of May 27, 1994 and agrees to execute and deliver, at the expense of AFG, such UCC financing statements as shall be furnished by AFG and as shall be required to release the Bank's lien on the Lease and the Equipment. AFG is authorized by the undersigned to deliver the original copies of the Lease held by it to Hitachi Credit America Corp. or as it may direct. The undersigned confirms that it has received, in payment of the loan secured by the Lease and the Equipment, the principal amount of \$4,562,750 plus interest accrued thereon.

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 **National Westminster Bank USA**

IN WITNESS THEREOF, the Bank has caused this release to be executed by a duly authorized officer.

National Westminster Bank USA

By: 

Harris C. Mehos

Title: Vice President

Executed on June 30, 1994

National Westminster Bank USA

IN WITNESS THEREOF, the Bank has caused this release to be executed by a duly authorized officer.

National Westminster Bank USA

By: Harris C. Mehos
Harris C. Mehos
Title: Vice President

Executed on June 30, 1994

*Seen to before me this 30th day of
June 1994*

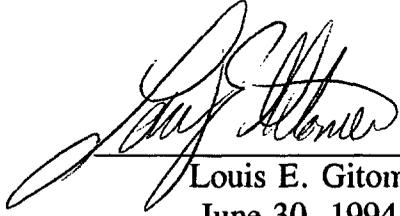
Anthony J. Dangelosi

ANTHONY J. DANIELOSI
Notary Public, State of New York
No. 01CA0562210
Qualified in Kings County
Commission Expires January 31, 1996

h...harris@nwb.com

CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy to the Release, dated June 30, 1994, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



Louis E. Gitomer
June 30, 1994

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

JULY 1, 1994

LOUIS E. GITOMER
BALL, JANIK & NOVACK
1101 PENNSYLVANIA AVE., NW SUITE 1035
WASHINGTON DC 20004

Dear MR. GITOMER:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/1/94 at 10:05AM, and assigned recordation number(s). 10398-J, 10398-K, 10621-G, 10621-B.

Sincerely yours,

Sidney L. Strickland, Jr.
Secretary

Enclosure(s)

\$ 72.00 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 stamped 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 you document.

Signature

Taledia M. Stokes