



The nationwide boxcar pool

Patrick B. Loftus
Assistant General Counsel

RAILBOX COMPANY

101 NORTH WACKER DRIVE
CHICAGO, ILLINOIS 60606
(312) 853-3223

DIRECT LINE (312) 984-3838
FAX (312) 984-3790

November 12, 1999

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

RECORDATION NO. 13120-F FILED

NOV 19 '99 3-00PM

Dear Mr. Williams:

Railbox Company Lease 14

In accordance with 49 U.S.C. §11301, we submit herewith for recording with the Surface Transportation Board original counterparts of the document described below.

This document is a release and termination statement, a "secondary document", dated as of January 1, 1999. The primary document to which this is related is the Conditional Sale Agreement dated as of April 1, 1981, filed with the Interstate Commerce Commission and assigned recordation number 13120. This document also relates to a secondary document, the Agreement and Assignment dated as of April 1, 1981, filed with the Interstate Commerce Commission and assigned recordation number 13120-A.

The names and addresses of the parties to the primary document are as follows:

Original vendee, trustee

First Security State Bank
79 South Main Street
Salt Lake City, Utah 84111

Successor vendee, trustee

First Security Bank, National Association
79 South Main Street
Salt Lake City, Utah 84111

November 12, 1999

Assignee, agent

First Security Bank, National Association
(formerly known as First Security Bank of Utah, National Association)
79 South Main Street
Salt Lake City, Utah 84111

This document also relates to another secondary document, the Assignment of Lease and Agreement dated as of April 1, 1981, filed with the Interstate Commerce Commission and assigned recordation number 13120-C.

Lessee

Railbox Company
101 North Wacker Drive
Chicago, Illinois 60606.

Original lessor, assignor, trustee

First Security State Bank
79 South Main Street
Salt Lake City, Utah 84111

Successor lessor, assignor, trustee

First Security Bank, National Association
79 South Main Street
Salt Lake City, Utah 84111

Assignee, agent

First Security Bank, National Association
(formerly known as First Security Bank of Utah, National Association)
79 South Main Street
Salt Lake City, Utah 84111

The recordation fee of \$26.00 is enclosed. After recordation, please return the counterparts not needed by the Board, stamped with the Board's recordation data, to the undersigned at the above address.

A short summary of the document for use in the index follows:

Release and Termination Statement dated as of January 1, 1999, by First Security Bank, National Association, as agent, terminating the following agreements:

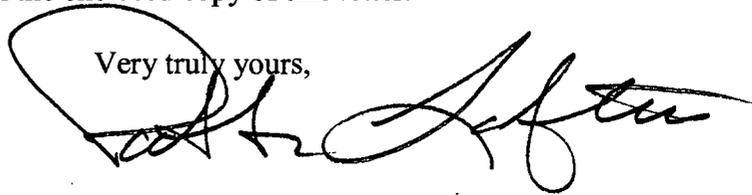
November 12, 1999

Conditional Sale Agreement dated as of April 1, 1981, between First Security State Bank, as Owner-Trustee, and FMC Corporation, and Agreement and Assignment dated as of April 1, 1981, between FMC Corporation and First Security Bank of Utah, N.A., as agent, recorded with the Interstate Commerce Commission on May 28, 1981, and assigned recordation numbers 13120 and 13120-A, respectively; and

Assignment of Lease and Agreement dated as of April 1, 1981, between First Security State Bank, as Owner-Trustee, and First Security Bank of Utah, N.A., as agent, recorded with the Interstate Commerce Commission on May 28, 1981, and assigned recordation number 13120-C.

Please acknowledge receipt on the enclosed copy of this letter.

Very truly yours,

A handwritten signature in black ink, appearing to read "D. H. Lipton", written over the typed text "Very truly yours,".

RECORDATION NO.

13120-F
FILED

RELEASE AND TERMINATION STATEMENT
CONDITIONAL SALE AGREEMENT
LEASE 14

NOV 19 '99

3-00PM

RELEASE AND TERMINATION STATEMENT dated as of January 1, 1999, by FIRST SECURITY BANK, NATIONAL ASSOCIATION, a national banking association, not in its individual capacity but solely as agent (hereinafter called the **Agent**) for certain investors pursuant to the **Finance Agreement** (hereinafter so called) dated as of April 1, 1981, among the Agent (under its then name, First Security Bank of Utah, N.A.), First Security State Bank, as trustee (hereinafter called the **Owner Trustee**), and the Investors named in Schedule A thereto.

WHEREAS the Owner Trustee is the vendee and FMC Corporation is the vendor of certain railroad equipment under that certain **Conditional Sale Agreement** (hereinafter so called) of even date with the Finance Agreement;

WHEREAS the said vendor has assigned the indebtedness of the Owner Trustee under the Conditional Sale Agreement to the Agent pursuant to an **Agreement and Assignment** (hereinafter so called) of even date with the Conditional Sale Agreement;

WHEREAS the Conditional Sale Agreement and the Agreement and Assignment have been filed and recorded with the Interstate Commerce Commission and assigned recordation numbers 13120 and 13120-A, respectively;

WHEREAS the Owner Trustee has leased the equipment covered by the Conditional Sale Agreement and the Agreement and Assignment to Railbox Company pursuant to the **Lease of Railroad Equipment** (hereinafter so called) of even date with the Conditional Sale Agreement;

WHEREAS the Owner Trustee has assigned certain obligations of Railbox Company under the Lease of Railroad Equipment to the Agent pursuant to an **Assignment of Lease and Agreement** (hereinafter so called) of even date with the Lease of Railroad Equipment;

WHEREAS the Assignment of Lease and Agreement has been filed and recorded with the Interstate Commerce Commission and assigned recordation number 13120-C;

WHEREAS pursuant to the **Stock Pledge Agreement** (hereinafter so called) dated as of January 1, 1984, by and between Trailer Train Company and Mercantile-Safe Deposit and Trust Company, as Lender Trustee, as agent for the Agent and certain other trustees and agents, Trailer Train Company pledged to Mercantile-Safe Deposit and Trust Company, as Lender Trustee, all of the issued and outstanding capital stock of Railbox Company; and

