

First Union Rail Corporation

One O'Hare Center
6250 River Road, Suite 5000
Rosemont, Illinois 60018-4214
847 318-7575
Fax 847 318-7588



VIA FEDERAL EXPRESS

RECORDATION NO. 18200-13 FILED

June 5, 1998 JUN 8 '98 1-12 PM

JUN 8 1 12 PM '98

RECEIVED
SURFACE TRANSPORTATION
BOARD

Surface Transportation Board
Attn: Janice Fort
1925 K Street, N.W., Room 704
Washington, DC 20423-0001

Re: Memorandum of Assignment and Assumption of Debtor Interests and Obligations in Security Agreement and Memorandum of Security Agreement Thereof Under Recordation No. 18200 and Consent of Secured Party

Dear Ms. Fort:

Pursuant to the provisions of 49 U.S.C. Section 11301(a), enclosed for subfiling under Recordation No. 18200 are (4) originals of the Full Release and Termination of Security Agreement, dated February 28, 1998, by Tokyo Leasing (U.S.A.) Inc. for the benefit of First Union Rail Corporation, a primary document as defined in the Board's Rules for the Recordation of Documents. The names and addresses of the parties to the enclosed document are:

First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Tokyo Leasing (U.S.A.)
2 Gannett Drive
White Plains, NY 10604-3404

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return three (3) stamped originals of the enclosed document to the undersigned.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5368. Thank you for your cooperation in this matter.

Very truly yours,

Kathy Dombrowski
Manager - Documentation

Enclosures

(CR101/CSXT013)

JUN 8 '98

1-12PM

FULL RELEASE AND TERMINATION OF SECURITY INTEREST AND
MEMORANDUM OF SECURITY AGREEMENT
UNDER RECORDATION NO. 18200

THIS FULL RELEASE AND TERMINATION OF SECURITY INTEREST AND MEMORANDUM OF SECURITY AGREEMENT is made as of February 28, 1998 by TOKYO LEASING (U.S.A.) INC. ("Secured Party") for the benefit of FIRST UNION RAIL CORPORATION ("Debtor").

WHEREAS, the Debtor as part of a Security Agreement and related documents between the Debtor and the Secured Party granted a security interest in 150 open woodchip hopper railcars described therein (the "Equipment");

WHEREAS, a Memorandum of Security Agreement dated as of April 16, 1993 (the "Memorandum of Security Agreement") was filed and recorded with the Surface Transportation Board under recordation no. 18200 (hereinafter, the Security Agreement together with the Memorandum of Security Agreement, being referred to herein as the "Security Agreement"); and

WHEREAS, the obligations secured by the Security Agreement have been satisfied and discharged and the parties thereto wish to release of record the security interest of the Secured Party in and to the Equipment.

NOW, THEREFORE, for good and valuable consideration, the sufficiency and receipt of which is hereby acknowledged, Secured Party does hereby fully terminate the security interest in the Equipment created by the Security Agreement and does hereby fully release and discharge the Equipment as described and covered by said Security Agreement.

IN WITNESS WHEREOF, Secured Party has duly executed this Full Release and Termination of Security Interest and Memorandum of Security Agreement as of the date first above written.

TOKYO LEASING (U.S.A.) INC.

By: _____

Name: KAZUO CHIBA

Title: PRESIDENT

STATE OF NEW JERSEY

COUNTY OF MORRIS

I, CHARLES McLAUGHLIN, a Notary Public in and for said state and county, do hereby certify that KAZUO CHIBA personally appeared before me this day and acknowledged his due execution of the foregoing Full Release of Security Interest and Memorandum of Security Agreement.

Witness my hand and official seal this 27 day of FEBRUARY, 1998.

Charles McLaughlin
Notary Public

My commission expires: 9/25/01

[NOTARY SEAL]

CHARLES McLAUGHLIN
NOTARY PUBLIC OF NEW JERSEY
Commission Expires 9/25/01

