

RECORDATION NO. **18246-C** FILED 1425

0100354040

SEP 2 1994 - 11 35 AM

INTERSTATE COMMERCE COMMISSION

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N W
SUITE 200
WASHINGTON, D C
20006-2973

(202) 393-2266
FAX (202) 393-2156

OF COUNSEL
URBAN A. LESTER

September 1, 1994

Mr. Vernon A. Williams
Acting Secretary
Interstate Commerce Commission
Washington, D.C. 20423

RECEIVED
OFFICE OF THE
SECRETARY
SEP 2 11 32 AM '94
LICENSING BRANCH

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are five (5) copies of a Termination of Recourse Note and Security Agreement, dated as of August 31, 1994, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to the Recourse Note and Security Agreement duly filed with the Commission under Recordation Number 18246-B.

The name and address of the party to the enclosed document are:

Secured Party : National City Leasing Corporation
101 South 5th Street
Louisville, Kentucky 40202

A description of the railroad equipment covered by the enclosed document is

300 gondola cars bearing reporting marks and numbers HMJX 101 through HMJX 400, inclusive.

E. Williams

Mr. Vernon A. Williams
September 1, 1994
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Also enclosed is a check in the amount of \$18.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return four stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

TERMINATION OF RECOURSE NOTE AND SECURITY AGREEMENT

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THIS ~~PARTIAL~~ TERMINATION OF RECOURSE NOTE AND SECURITY AGREEMENT ("Termination") is made as of August 31, 1994 by NATIONAL CITY LEASING CORPORATION, a Kentucky corporation (the "Lender") for the benefit of HM JOINT VENTURE, a Kentucky joint venture (the "Maker").

1. **Recitals.** Maker owned the three hundred (300) gondola railcars bearing Association of American Railroad Designation Numbers as listed on Exhibit A attached hereto (the "Units"). Maker has granted a security interest in the Units to the Lender upon the terms and conditions in that certain Recourse Note and Security Agreement dated as of July 1, 1993 between Lender and Maker (the "Security Agreement") and filed at the Interstate Commerce Commission ("ICC") under Recordation No. 18246-B filed on July 13, 1993 at 3:10 PM.

On August 1, 1994, Mansbach Realty Company, a general partner of HM Joint Venture, transferred and assigned to Helm Financial Corporation all its rights, title and interest in and to the Units.

Maker has sold the Units to a third party as permitted by the Security Agreement and desires to do so free and clear of any lien or security interest of the Secured Party (defined as Lender in the Security Agreement). Pursuant to the terms of the Security Agreement, the Secured Party and Maker desire to terminate the Secured Party's security interest in the Units.

2. **Termination of Security Interest.** The Secured Party's security interest in the Units shall be and is hereby terminated upon the filing of this Termination with the ICC and all of the Secured Party's right, title and interest in and to the Units shall and has become null and void.

IN WITNESS THEREOF, the Lender, pursuant to due authority, has executed this Termination of Recourse Note and Security Agreement as of the date first above written.

NATIONAL CITY LEASING CORPORATION

By: *[Signature]*
Title: VICE PRESIDENT

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STATE COMMERCE COMMISSION

COMMONWEALTH OF KENTUCKY)
) §
COUNTY OF JEFFERSON)

On this 31st day of August, 1994, before me, personally appeared TONI SCOTT to me personally know, who being by me duly sworn, says that she is a VICE PRESIDENT of **National City Leasing Corporation**, that said instrument was signed on behalf of said association 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 association.

Brenda Smith
Notary Public

My Commission Expires:
Notary Public, State at Large, KY.
My commission expires Feb. 27, 1996

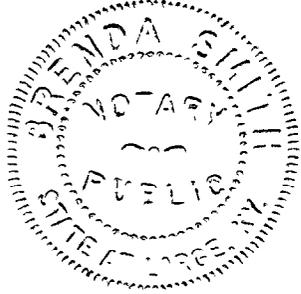


EXHIBIT A

DESCRIPTION OF EQUIPMENT

Equipment Description:

Three hundred (300), 100-ton, 2255 cubic foot, 52'6" gondola railcars.

Unit Numbers:

HMJX 101-400 (inclusive)