

Indra Bedasie  
Legal Assistant

The CIT Group/  
Capital Finance, Inc.  
1211 Avenue of the Americas  
21st Floor  
New York, NY 10036  
Tel: 212 536-9492  
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RECORDATION NO. 14944-A FILED

AUG 15 '97

2-01 PM



August 12, 1997

**BY FEDERAL EXPRESS**

**Re: Security Agreement dated as of March 1, 1986 between  
First Commercial Bank, as Debtor and New England Mutual  
Life Insurance Company, as Secured Party, recorded with the  
Surface Transportation Board on April 14, 1986 as Recordation No. 14944**

Enclosed herewith are three (3) originals of the Release of Security Interest to the above-referenced document, fully executed and notarized. Please have the enclosed filed with the Surface Transportation Board urgently, thereafter returning two stamped recorded originals to my attention.

Should you have any questions, please do not hesitate to give me a call. Thank you for your assistance on this matter.

Very truly yours,

  
Indra Bedasie

Enclosure

cc: N. Coblazo  
S. Darnell, Esq.  
R. Dinnhaupt

590.ltr

A company of  
Dai-ichi Kangyo Bank and  
Chase Manhattan Corporation

AUG 15 2 01 PM '97

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D. C. 20423-0001

OFFICE OF THE SECRETARY

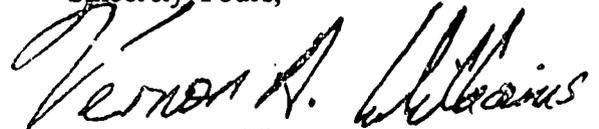
DATE: August 15, 1997

Indra Bedasie  
The Cit Group  
Capital Finance, Inc.  
1211 Avenue of the Americas  
21st Floor  
New York NY 10036

Dear Indra Bedasie:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301 and 49 CFR 1177.3 (c), on August 15, 1997 at 2:01PM, and assigned recordation number(s). 14944-A, 18303-E, 18303-F, 18819-A, and 20817.

Sincerely Yours,

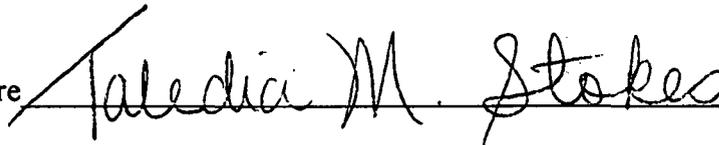


Vernon A. Williams  
Secretary

Enclosure(s)

\$ 120.00 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. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature



RELEASE OF SECURITY INTEREST AUG 15 '97 2-01 PM

Metropolitan Life Insurance Company, as successor by merger to New England Mutual Life Insurance Company, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, hereby terminates, releases and discharges its security interest in and to the items listed on Exhibit A attached hereto, including any Proceeds (as defined in Exhibit A hereto) thereof.

Such security interest was granted pursuant to that certain Security Agreement dated as of March 1, 1986, between First Commercial Bank, as Debtor and New England Mutual Life Insurance Company, as Secured Party, as may have been amended from time to time, recorded with the Surface Transportation Board (formerly known as the Interstate Commerce Commission) on April 14, 1986 under recordation number 14944.

METROPOLITAN LIFE INSURANCE  
COMPANY, as successor by merger to New  
England Mutual Life Insurance Company

By: *June Weinberg*  
Title: *Associate General Counsel*

STATE OF NEW YORK )  
 ) ss.  
COUNTY OF NEW YORK )

On the 31<sup>st</sup> day of July, 1997, before me personally came June Weinberg to me known, who, being by me dily sworn, says that he/she is a Associate General Counsel of Metropolitan Life Insurance Company, and that the foregoing instrument was signed on behalf of the corporation by authority of the corporation.

*Ruby S. Wang*  
Notary Public

(Seal)

My Commission Expires:  
3/20/98

EXHIBIT A

That certain Equipment Lease dated as of July 1, 1981, by and between First Commercial Bank as Lessor and First Union Rail Corporation as Assignee of United States Rail Services, Inc., a California corporation ("Original Lessee") as amended pursuant to that certain Amendment to Participation Agreement and Lease dated as of October 1, 1981, and that certain Amendment to Equipment Lease dated as of March 1, 1986.

The following 100-ton 4750-cubic foot covered hopper cars (the "cars") manufactured by Thrall Car Manufacturing Corporation, originally marked and numbered TC 794 to TC 853, both inclusive, which cars, following changes to the marks and numbers thereon (and the occurrence of an "Event of Loss" (as defined in the Lease) to one of such cars), currently marked and numbered as follows:

1 RUSX 5105	30 PCN 5141
2 RUSX 5106	31 PCN 5149
3 RUSX 5108	32 PCN 5162
4 RUSX 5126	51 PCN 5164
5 RUSX 5127	34 PCN 5165
6 RUSX 5129	35 PCN 5167
7 RUSX 5130	36 PCN 5202
8 RUSX 5131	37 PCN 5204
9 RUSX 5132	38 PCN 5205
10 RUSX 5133	39 PCN 5206
11 RUSX 5134	40 PCN 5207
12 RUSX 5135	41 PCN 5208
13 RUSX 5136	42 PCN 5209
14 RUSX 5249	43 PCN 5210
15 RUSX 5250	44 PCN 5211
16 RUSX 484060	45 PCN 5212
17 RUSX 484061	46 PCN 5213
18 RUSX 484064	47 PCN 5214
19 RUSX 484070	48 PCN 5215
20 RUSX 484078	49 PCN 5216
21 RUSX 484079	50 PCN 5217
22 RUSX 484080	51 PCN 5219
23 RUSX 484081	52 PCN 5220
24 RUSX 484082	53 PCN 5224
25 RUSX 484091	54 PCN 5225
26 RUSX 484094	55 PCN 5226
27 RUSX 484095	56 PCN 5228
28 RUSX 484096	57 PCN 5230
29 RUSX 484097	58 PCN 5231
	59 PCN 5233

"Proceeds" shall have the meaning assigned to it in the Uniform Commercial Code, and in any event, shall include, but be limited to, (i) any and all proceeds of any insurance, indemnity, warranty or guaranty payable to Met Life from time to time with respect to any of the cars; (ii) any and all payments (in any form whatsoever) made or due and payable to Met Life from time to time in connection with any requisition, confiscation, condemnation, seizure or forfeiture of all or any part of the cars by any governmental body, authority, bureau or agency or any other Person (whether or not acting under color of governmental authority); (iii) any and all accounts arising out of, any chattel paper evidencing, any lease of, and any and all other rents or profits or other amounts from time to time paid or payable in connection with, any of the cars; and (iv) any and all proceeds of any sale, transfer or other disposition of the cars.

**RELEASE OF SECURITY INTEREST**

AUG 15 '97

2-01 PM

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METROPOLITAN LIFE INSURANCE  
COMPANY, as successor by merger to New  
England Mutual Life Insurance Company

By: Jane Weinberg  
Title: Associate General Counsel

STATE OF NEW YORK )  
                                  ) ss.  
COUNTY OF NEW YORK )

On the 31<sup>st</sup> day of July, 1997, before me personally came Jane Weinberg to me known, who, being by me duly sworn, says that he/she is a Associate General Counsel of Metropolitan Life Insurance Company, and that the foregoing instrument was signed on behalf of the corporation by authority of the corporation.

[Signature]  
Notary Public

(Seal)

My Commission Expires:  
3/20/98

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