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15491-B

RECORDATION NO. FILED 1425

SEP 28 1993 11 27 AM

INTERSTATE COMMERCE COMMISSION

September 28, 1993

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two copies of a Termination Agreement and Release, dated as of September 8, 1993, 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 that certain Security Agreement dated February 11, 1988 duly filed with the Commission under Recordation Number 15491.

The names and addresses of the parties to the enclosed document are:

Secured Party: First Interstate Bank of Texas, N.A.
1300 Post Oak Blvd
Houston, Texas 77506

Debtor: Railtex, Inc.
4040 Broadway
San Antonio, Texas 78209

A description of the railroad equipment covered by the enclosed document is set forth in the Security Agreement as originally filed and as may have been amended or supplemented from time to time.

Also enclosed is a check in the amount of $16.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

A short summary of the enclosed document to appear in the Commission's Index:

Full Release of Security Agreement

Very truly yours,

Robert W. Alvord

RWA/bg
Enclosures

Interstate Commerce Commission

Washington, D.C. 20423

9/28/93

OFFICE OF THE SECRETARY

Robert W. Alvord
Alvord & Alvord
918 16th St N.W.
washington,D.C. 20006

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/28/93 at 11:05am, and assigned recordation number(s). 13848-B, 14339-C, 14353-C 15491-B 14354-C

Sincerely yours,

Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

RECORDATION NO. 15491-B FILED 1425
SEP 28 1993 -11 55 AM
INTERSTATE COMMERCE COMMISSION

TERMINATION AGREEMENT AND RELEASE

WHEREAS, First Interstate Bank of Texas, N. A. ("FIB") successor by merger to Allied Bank West, Allied Bank of Texas and Allied Bank-West Loop, N. A., and RailTex, Inc. ("RailTex") are parties to several Commercial Security Agreements and Lease Agreement Assignments ("The Agreements"), as listed on the attached (Attachment I) and covering the cars bearing reporting marks and numbers as listed below, but this Termination is not to be limited to those cars or The Agreements listed on Attachment I.:

TRAX 1100	TRAX 1101	TRAX 1112
TRAX 1115	TRAX 1116	TRAX 1119
TRAX 1129	TRAX 5800-5835	TRAX 2000-2099
TRAX 1600-1672	TRAX 1000-1099	

WHEREAS, The Agreements were filed with the Interstate Commerce Commission on the dates and bearing the Recordation Numbers as listed on the attached;

WHEREAS, some of The Agreements were assigned to FIB and bear the Recordation Numbers as listed on the attached;

WHEREAS, FIB and RailTex desire to terminate The Agreements and FIB desires to release the liens, assignments and security interests created pursuant to The Agreements:

NOW THEREFORE, in consideration of the mutual covenants contained herein and for other valuable consideration, the receipt of which is hereby acknowledged, the parties hereto agree:

1. Termination. The Agreements are terminated and the cars are released from the liens, assignment and security interest created thereunder.

2. Filing. The parties consent to the filing of this Agreement and any other necessary documents with the Interstate Commerce Commission (and, if necessary, with any other regulatory or governmental entity) to effect a release of all liens of record existing against the cars.

3. Counterparts. The Agreement may be executed in any number of counterparts and by different parties hereto in separate counterparts, each of which when so executed shall be deemed to be an original and all of which when taken together shall constitute one and the same agreement.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of September 8, 1993.

RAILTEX, INC

By:_____
Robert R. Lende
Vice President

FIRST INTERSTATE BANK OF TEXAS

By:_____
Bennett D. Douglas
Vice President

State of Texas
County of Harris

This instrument was acknowledged before me on the 8th day of September, 1993 by Bennett D. Douglas, the Vice President of First Interstate Bank of Texas, N. A., a Delaware Corporation, on behalf of said corporation.

_____
NOTARY PUBLIC, State of Texas

JEAN C. EDWARDS
225-38-7561
Notary Public State of Texas
My Commission Expires
MARCH 5, 1994

State of Texas
County of Bexar

This instrument was acknowledged before me on the 12th day of September, 1993 by Robert R. Lende, the Vice President of RailTex, Inc., a Texas corporation, on behalf of said corporation.

_____
NOTARY PUBLIC, State of Texas

ATTACHMENT I

DATE	RECORDATION	SECURED PARTY
2/27/89	16217	First Interstate Bank of Texas, N. A. ("FIB")
8/15/88	15491-A	FIB
		SECURED PARTY BY ASSIGNMENT
2/11/88	15491	FIB
1/17/86	13848-A	FIB
1/17/86	14339-B	FIB
10/23/84	14339-A	FIB
10/23/84	14354-B	FIB
10/1/84	14353-B	FIB
7/13/84	14353-A	FIB
6/27/84	14353	FIB
7/19/84	14354-A	FIB
6/27/84	14354	FIB
6/8/84	14339	FIB
11/16/82	13848	FIB
4/21/80	11679	FIB

BDD/je
a:termination.railtex