

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

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

20006-2973

(202) 393-2266

FAX (202) 393-2156

RECORDATION NO. 15390-A FILED 1425

OCT 30 1995 2:10 PM

INTERSTATE COMMERCE COMMISSION

OF COUNSEL
URBAN A. LESTER

October 30, 1995

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

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) copies of a Release and Termination of Security Interest, dated as of October 30, 1995, 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 Security Agreement duly filed with the Commission under Recordation Number 15390.

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

Secured Party: HCFS Business Corporation
2700 Sanders Road
Prospect Heights, Illinois 60070

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

579 cars bearing ACFX reporting marks and road numbers identified on Schedule 1 attached thereto.

Country Parts - Part.

Mr. Vernon A. Williams
October 30, 1995
Page 2

Also enclosed is a check in the amount of \$21.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

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

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/bg
Enclosures



Interstate Commerce Commission
Washington, D.C. 20423-0001

10/30/95

Office Of The Secretary

Robert W. Alvord
Alvord Anf Alvord
918 Sixteenth St., NW., Ste. 200
Washington, DC., 20006-2973

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 10/30/95 at 2:40PM, and assigned recordation number(s). 15390-A and 15660-A.

Sincerely yours.

Vernon A. Williams
Secretary

Enclosure(s)

\$ 42.00 The amount indicated at the left has been received in payment of a fee in connection with document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

RECORDATION NO. 15390-A
FILED 1425

OCT 30 1995 -2 10 PM

RELEASE AND TERMINATION
OF SECURITY INTEREST

INTERSTATE COMMERCE COMMISSION

WHEREAS, ACF Industries, Incorporated, a New Jersey corporation (the "Debtor") and HCFS Business Equipment Corporation, a Delaware corporation (the "Secured Party"), entered into a certain Security Agreement (Assignment) dated as of November 1, 1987 (the "Security Agreement") pursuant to which the Debtor collectively transferred, conveyed, warranted, mortgaged, delivered, pledged, assigned and granted to the Secured Party a lien on and a security interest in all of the Debtor's rights, title and interest in certain railroad cars and related leases to secure a certain loan made to the Debtor pursuant to the Secured Loan Agreement dated as of November 1, 1987, between the Debtor and the Secured Party;

WHEREAS, the Security Agreement was recorded with the Interstate Commerce Commission, Recordation No. 15390, and with the Registrar General of Canada;

WHEREAS, the Debtor has requested the Secured Party to release its lien on and its security interest in all of the railcars and leases related thereto subject to the lien created by the Security Agreement and the Secured Party has agreed to such release;

NOW, THEREFORE, pursuant to Section 7.5 of the Security Agreement, the Secured Party hereby agrees as follows:

The Secured Party hereby releases, and terminates its security interest in, and all of its right, title and interest in and to the Collateral (as defined in the Security Agreement) including, without limitation: (A) all of the Equipment (as defined in the Security Agreement), including, without limitation, all of the railroad tank cars and covered hopper cars listed on Schedule 1 hereto, together with all accessories, equipment, parts and appurtenances appertaining or attached to such Equipment, whether now owned hereafter acquired, and all substitutions, renewals or replacements of and additions, improvements, accessions and accumulations to any and all of said Equipment, together with all the rents, issues, income, profits and avails therefrom and the proceeds thereof; (B) all right, title and interest of the Debtor in and to each and every present and future Assigned Lease (as defined in the Security Agreement) or any one or more Items of the Equipment (as defined in the Security Agreement) and all other contracts for use of one or any more Items of the Equipment, including, without limitation, all extensions, renewals, supplements, and modifications of any of the foregoing; (C) all Lease Payments (as defined in the Security Agreement); (D) all rights, claims, powers and other benefits of the Debtor under the Assigned Leases and any

extensions and renewals thereof; (E) all rights, remedies and benefits of the Debtor under any guaranty related to an Assigned Lease; (F) all other property and rights of any kind or nature provided or granted to the Debtor to secure the payment or performance of an Obligor's (as defined in the Security Agreement) obligations under an Assigned Lease; (G) all rights and claims of the Debtor in and to all mileage earned by any and all of the Equipment (subject to the terms of the Assigned Leases); and (H) all products and proceeds of any of the foregoing.

IN WITNESS WHEREOF, the undersigned has caused this Release to be duly executed as of this 30th day of October, 1995.

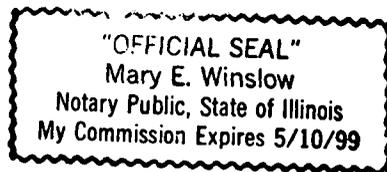
HCFS BUSINESS EQUIPMENT CORPORATION

By: S. E. Malinowski
Name: S. E. MALINOWSKI
Title: SENIOR V.P.

STATE OF Illinois)
COUNTY OF COOK) SS.:

On this 26th day of October, 1995, before me, personally appeared S. E. Malinowski, to me known, who being by me duly sworn, says that he resides at 2700 Sanders Rd, Prospect Heights, IL 60070 and is Senior Vice President of HCFS BUSINESS EQUIPMENT CORPORATION; that said instrument was signed on behalf of said corporation on the date hereof 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 corporation.

Mary Winslow
Notary Public



SCHEDULE 1

RPTG MARK	CAR NUMBER	RPTG MARK	CAR NUMBER	RPTG MARK	CAR NUMBER
ACFX	39747	ACFX	39819	ACFX	40899
ACFX	39748	ACFX	39821	ACFX	40900
ACFX	39749	ACFX	39822	ACFX	40901
ACFX	39752	ACFX	40851	ACFX	40902
ACFX	39753	ACFX	40852	ACFX	40903
ACFX	39754	ACFX	40853	ACFX	40904
ACFX	39755	ACFX	40854	ACFX	40905
ACFX	39770	ACFX	40855	ACFX	40906
ACFX	39775	ACFX	40856	ACFX	40907
ACFX	39778	ACFX	40857	ACFX	40908
ACFX	39779	ACFX	40858	ACFX	40909
ACFX	39780	ACFX	40859	ACFX	40910
ACFX	39781	ACFX	40860	ACFX	40911
ACFX	39782	ACFX	40861	ACFX	40912
ACFX	39783	ACFX	40862	ACFX	40913
ACFX	39784	ACFX	40863	ACFX	40914
ACFX	39785	ACFX	40864	ACFX	40915
ACFX	39786	ACFX	40865	ACFX	40916
ACFX	39787	ACFX	40866	ACFX	40917
ACFX	39788	ACFX	40867	ACFX	40918
ACFX	39789	ACFX	40868	ACFX	40919
ACFX	39790	ACFX	40869	ACFX	40920
ACFX	39791	ACFX	40870	ACFX	40921
ACFX	39792	ACFX	40871	ACFX	40922
ACFX	39793	ACFX	40872	ACFX	40923
ACFX	39794	ACFX	40873	ACFX	40924
ACFX	39795	ACFX	40874	ACFX	40925
ACFX	39796	ACFX	40875	ACFX	40926
ACFX	39797	ACFX	40876	ACFX	40927
ACFX	39798	ACFX	40877	ACFX	40928
ACFX	39799	ACFX	40878	ACFX	40929
ACFX	39800	ACFX	40879	ACFX	40930
ACFX	39801	ACFX	40880	ACFX	40931
ACFX	39802	ACFX	40881	ACFX	40932
ACFX	39803	ACFX	40882	ACFX	40933
ACFX	39804	ACFX	40883	ACFX	40934
ACFX	39805	ACFX	40884	ACFX	40935
ACFX	39806	ACFX	40885	ACFX	40936
ACFX	39807	ACFX	40886	ACFX	40937
ACFX	39808	ACFX	40887	ACFX	40938
ACFX	39809	ACFX	40888	ACFX	40939
ACFX	39810	ACFX	40889	ACFX	40940
ACFX	39811	ACFX	40891	ACFX	40941
ACFX	39812	ACFX	40892	ACFX	40942
ACFX	39813	ACFX	40893	ACFX	40943
ACFX	39814	ACFX	40894	ACFX	40944
ACFX	39815	ACFX	40895	ACFX	40945
ACFX	39816	ACFX	40896	ACFX	40946
ACFX	39817	ACFX	40897	ACFX	40947
ACFX	39818	ACFX	40898	ACFX	40948

SCHEDULE 1

RPTG MARK	CAR NUMBER	RPTG MARK	CAR NUMBER	RPTG MARK	CAR NUMBER
ACFX	40949	ACFX	40999	ACFX	41051
ACFX	40950	ACFX	41000	ACFX	41052
ACFX	40951	ACFX	41001	ACFX	41053
ACFX	40952	ACFX	41002	ACFX	41054
ACFX	40953	ACFX	41004	ACFX	41066
ACFX	40954	ACFX	41005	ACFX	41067
ACFX	40955	ACFX	41006	ACFX	41076
ACFX	40956	ACFX	41007	ACFX	41077
ACFX	40957	ACFX	41008	ACFX	51373
ACFX	40958	ACFX	41009	ACFX	51392
ACFX	40959	ACFX	41010	ACFX	51393
ACFX	40960	ACFX	41011	ACFX	51394
ACFX	40961	ACFX	41012	ACFX	51395
ACFX	40962	ACFX	41013	ACFX	51396
ACFX	40963	ACFX	41014	ACFX	51397
ACFX	40964	ACFX	41015	ACFX	51398
ACFX	40965	ACFX	41016	ACFX	51399
ACFX	40966	ACFX	41017	ACFX	51400
ACFX	40967	ACFX	41018	ACFX	51401
ACFX	40968	ACFX	41019	ACFX	51402
ACFX	40969	ACFX	41020	ACFX	51403
ACFX	40970	ACFX	41021	ACFX	51404
ACFX	40971	ACFX	41022	ACFX	51406
ACFX	40972	ACFX	41023	ACFX	51408
ACFX	40973	ACFX	41024	ACFX	51409
ACFX	40974	ACFX	41025	ACFX	51410
ACFX	40975	ACFX	41026	ACFX	51411
ACFX	40976	ACFX	41027	ACFX	51412
ACFX	40977	ACFX	41028	ACFX	51413
ACFX	40978	ACFX	41029	ACFX	51414
ACFX	40979	ACFX	41030	ACFX	51416
ACFX	40980	ACFX	41031	ACFX	51417
ACFX	40981	ACFX	41032	ACFX	51418
ACFX	40982	ACFX	41033	ACFX	51419
ACFX	40983	ACFX	41034	ACFX	51426
ACFX	40984	ACFX	41035	ACFX	51427
ACFX	40985	ACFX	41036	ACFX	51428
ACFX	40986	ACFX	41037	ACFX	51436
ACFX	40987	ACFX	41038	ACFX	51437
ACFX	40988	ACFX	41039	ACFX	51438
ACFX	40989	ACFX	41040	ACFX	51439
ACFX	40990	ACFX	41041	ACFX	51440
ACFX	40991	ACFX	41042	ACFX	51441
ACFX	40992	ACFX	41043	ACFX	51442
ACFX	40993	ACFX	41044	ACFX	51443
ACFX	40994	ACFX	41045	ACFX	51444
ACFX	40995	ACFX	41046	ACFX	51445
ACFX	40996	ACFX	41047	ACFX	51446
ACFX	40997	ACFX	41048	ACFX	51447
ACFX	40998	ACFX	41049	ACFX	51448

SCHEDULE 1

RPTG MARK	CAR NUMBER	RPTG MARK	CAR NUMBER	RPTG MARK	CAR NUMBER
ACFX	51449	ACFX	64528	ACFX	64650
ACFX	51450	ACFX	64529	ACFX	64651
ACFX	51451	ACFX	64530	ACFX	64652
ACFX	51452	ACFX	64531	ACFX	64653
ACFX	51453	ACFX	64532	ACFX	64654
ACFX	51454	ACFX	64533	ACFX	64655
ACFX	51455	ACFX	64534	ACFX	64656
ACFX	51462	ACFX	64535	ACFX	64657
ACFX	51463	ACFX	64607	ACFX	64658
ACFX	51464	ACFX	64608	ACFX	64659
ACFX	51465	ACFX	64609	ACFX	64660
ACFX	51466	ACFX	64610	ACFX	64661
ACFX	51467	ACFX	64611	ACFX	64662
ACFX	51468	ACFX	64612	ACFX	64663
ACFX	51469	ACFX	64613	ACFX	64664
ACFX	51470	ACFX	64614	ACFX	64665
ACFX	51471	ACFX	64615	ACFX	64666
ACFX	51472	ACFX	64616	ACFX	64667
ACFX	51473	ACFX	64617	ACFX	64668
ACFX	51474	ACFX	64618	ACFX	64669
ACFX	51475	ACFX	64619	ACFX	64670
ACFX	51476	ACFX	64620	ACFX	64671
ACFX	51477	ACFX	64621	ACFX	64672
ACFX	64501	ACFX	64622	ACFX	64673
ACFX	64502	ACFX	64623	ACFX	64674
ACFX	64503	ACFX	64624	ACFX	64675
ACFX	64504	ACFX	64625	ACFX	64676
ACFX	64505	ACFX	64626	ACFX	64677
ACFX	64506	ACFX	64627	ACFX	64678
ACFX	64507	ACFX	64628	ACFX	64679
ACFX	64508	ACFX	64629	ACFX	64680
ACFX	64509	ACFX	64630	ACFX	64681
ACFX	64510	ACFX	64631	ACFX	64682
ACFX	64511	ACFX	64632	ACFX	64683
ACFX	64512	ACFX	64633	ACFX	64684
ACFX	64513	ACFX	64634	ACFX	64685
ACFX	64514	ACFX	64635	ACFX	64686
ACFX	64515	ACFX	64636	ACFX	64687
ACFX	64516	ACFX	64637	ACFX	64688
ACFX	64517	ACFX	64638	ACFX	64689
ACFX	64518	ACFX	64639	ACFX	64690
ACFX	64519	ACFX	64640	ACFX	64691
ACFX	64520	ACFX	64642	ACFX	64692
ACFX	64521	ACFX	64643	ACFX	64693
ACFX	64522	ACFX	64644	ACFX	64694
ACFX	64523	ACFX	64645	ACFX	64695
ACFX	64524	ACFX	64646	ACFX	64696
ACFX	64525	ACFX	64647	ACFX	64697
ACFX	64526	ACFX	64648	ACFX	64698
ACFX	64527	ACFX	64649	ACFX	64699

SCHEDULE 1

RPTG MARK	CAR NUMBER	RPTG MARK	CAR NUMBER	RPTG MARK	CAR NUMBER
ACFX	64700	ACFX	71587	ACFX	71637
ACFX	64701	ACFX	71588	ACFX	71638
ACFX	64702	ACFX	71589	ACFX	71639
ACFX	64703	ACFX	71590	ACFX	71640
ACFX	64704	ACFX	71591	ACFX	71641
ACFX	64705	ACFX	71592	ACFX	71642
ACFX	64706	ACFX	71593	ACFX	71643
ACFX	64707	ACFX	71594	ACFX	71644
ACFX	64708	ACFX	71595	ACFX	71645
ACFX	64709	ACFX	71596	ACFX	71646
ACFX	64710	ACFX	71597	ACFX	71647
ACFX	65021	ACFX	71598	ACFX	71648
ACFX	65036	ACFX	71599	ACFX	71649
ACFX	65053	ACFX	71600	ACFX	71683
ACFX	71541	ACFX	71601	ACFX	71684
ACFX	71542	ACFX	71602	ACFX	71685
ACFX	71543	ACFX	71603	ACFX	71686
ACFX	71544	ACFX	71604	ACFX	71687
ACFX	71545	ACFX	71605	ACFX	71717
ACFX	71546	ACFX	71606	ACFX	71718
ACFX	71547	ACFX	71607	ACFX	71719
ACFX	71548	ACFX	71608	ACFX	71720
ACFX	71549	ACFX	71609	ACFX	71721
ACFX	71550	ACFX	71610	ACFX	77292
ACFX	71551	ACFX	71611	ACFX	77293
ACFX	71552	ACFX	71612	ACFX	77294
ACFX	71553	ACFX	71613	ACFX	77295
ACFX	71554	ACFX	71614	ACFX	77296
ACFX	71555	ACFX	71615	ACFX	77297
ACFX	71556	ACFX	71616		
ACFX	71557	ACFX	71617		
ACFX	71558	ACFX	71618		
ACFX	71559	ACFX	71619		
ACFX	71560	ACFX	71620		
ACFX	71571	ACFX	71621		
ACFX	71572	ACFX	71622		
ACFX	71573	ACFX	71623		
ACFX	71574	ACFX	71624		
ACFX	71575	ACFX	71625		
ACFX	71576	ACFX	71626		
ACFX	71577	ACFX	71627		
ACFX	71578	ACFX	71628		
ACFX	71579	ACFX	71629		
ACFX	71580	ACFX	71630		
ACFX	71581	ACFX	71631		
ACFX	71582	ACFX	71632		
ACFX	71583	ACFX	71633		
ACFX	71584	ACFX	71634		
ACFX	71585	ACFX	71635		
ACFX	71586	ACFX	71636		

579 Cars

Casualties

ACFX 39820

ACFX 41003

ACFX 64641

ACFX 40890