

EDMUND R. LEARNED, P.A.

2-066A034

ATTORNEY AT LAW

SUITE 442, R. H. GARVEY BUILDING
300 WEST DOUGLAS
WICHITA, KANSAS 67202-2908

316/261-5311

December 18, 1991

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INTERSTATE COMMERCE COMMISSION

FEB 7 2 29 PM '92
MOTOR VEHICLE DIVISION

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Attention: Document for recordation

Dear Secretary:

I have enclosed two original counterparts of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a Termination of Amended and Restated Security Agreement, a secondary document, dated December 18, 1991.

The names and addresses of the parties to the document are as follows:

Debtor: Interail, Inc., One Foxfield Square, Suite 200, St. Charles, Illinois 60174 (formerly located at 125 East Lake Street, Bloomingdale, Illinois 60108).

Secured Party: Continental Illinois National Bank and Trust Company of Chicago, 231 South LaSalle Street, Chicago, Illinois 60697.

A description of the equipment covered by the document follows:

Three Hundred Eighty Six (386) covered hopper railroad cars with railroad car marks RILX 100 through RILX 124; RILX 3000 through 3099; NOKL 3100 through 3199 excluding NOKL 3101, 3124, 3157, 3158, 3166, 3167, 3188 and 3194; NOKL 3200 through 3299 excluding 3249 through 3283 and 3285 through 3299; NOKL 3300 through 3374; and NOKL 99105 through 99149 excluding 99117.

Three Hundred Forty Nine (349) covered hopper railroad cars with railroad car marks NOKL 88000 through NOKL 88149; NOKL 99000 through 99104 excluding NOKL 99004, 99008, 99057, 99060, 99061, 99064, 99066, 99067, 99068, 99069, 99073 and

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99082; NOKL 3006, 0910, 3027, 3029, 3038, 3041, 3047, 3067, 3068, 3077, 3091, 3510, 3512, 3515, 3518, 3519, 3701, 3703, 3705, 3706, 3708 through 3710, 3712, 3713, 3717, 3719, 3720, 3723, 3724, 3726, 3727, 3729, 3730, 3733, 3734 through 3736, 3738, 3740, 3741, 3744 through 3647, 3749, 3750, 3652, 3758 through 3763, 3766, 3768, 3772, 3774 through 3776, 3778, 3783 through 3788, 3790, 3791, 3795, 3797, 3799, 3800, 3802, 3803, 3806, 3808, 3810, 3811, 3812, 3824, 3825, 3826, 3829, 3834, 3837, 3838, 3841, 3842, 3845, 3847, 3838, 3849, 3851, 3852, 3853, 3857, 3858, 3859, 3864, 3865, 3878, 3884, 3886, 3891, and 3896 leased by Debtor.

A recording fee of \$15.00 is enclosed. Please return one of the original counterparts stamped with the recording information to me.

A short summary of the document follows: Termination of Amended and Restated Security Agreement between Interail, Inc., as Debtor, One Foxfield Square, Suite 200, St. Charles, Illinois 60174 (formerly located at 125 East Lake Street, Bloomingdale, Illinois 60108) and Continental Illinois National Bank and Trust Company of Chicago, as Secured Party, 231 South LaSalle Street, Chicago, Illinois 60697 terminating an Amended and Restated Security Agreement which was dated as of October 1, 1983 on Three Hundred Eighty Six (386) covered hopper railroad cars with railroad car marks RILX 100 through RILX 124; RILX 3000 through 3099; NOKL 3100 through 3199 excluding NOKL 3101, 3124, 3157, 3158, 3166, 3167, 3188 and 3194; NOKL 3200 through 3299 excluding 3249 through 3283 and 3285 through 3299; NOKL 3300 through 3374; and NOKL 99105 through 99149 excluding 99117 and on Three Hundred Forty Nine (349) covered hopper railroad cars with railroad car marks NOKL 88000 through NOKL 88149; NOKL 99000 through 99104 excluding NOKL 99004, 99008, 99057, 99060, 99061, 99064, 99066, 99067, 99068, 99069, 99073 and 99082; NOKL 3006, 0910, 3027, 3029, 3038, 3041, 3047, 3067, 3068, 3077, 3091, 3510, 3512, 3515, 3518, 3519, 3701, 3703, 3705, 3706, 3708 through 3710, 3712, 3713, 3717, 3719, 3720, 3723, 3724, 3726, 3727, 3729, 3730, 3733, 3734 through 3736, 3738, 3740, 3741, 3744 through 3647, 3749, 3750, 3652, 3758 through 3763, 3766, 3768, 3772, 3774 through 3776, 3778, 3783 through 3788, 3790, 3791, 3795, 3797, 3799, 3800, 3802, 3803, 3806, 3808, 3810, 3811, 3812, 3824, 3825, 3826, 3829, 3834, 3837, 3838, 3841, 3842, 3845, 3847, 3838, 3849, 3851, 3852, 3853, 3857, 3858, 3859, 3864, 3865, 3878, 3884, 3886, 3891, and 3896 leased by Debtor.

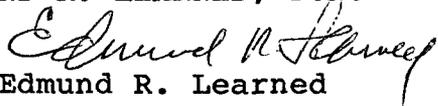
I am an attorney for the Lessee of the said cars. Please call me at (316) 261-5311 if you have any questions.

Thank you very much.

Sincerely yours,

EDMUND R. LEARNED, P.A.

By


Edmund R. Learned

EDMUND R. LEARNED, P.A.
ATTORNEY AT LAW
SUITE 442, R. H. GARVEY BUILDING
300 WEST DOUGLAS
WICHITA, KANSAS 67202-2908
316/261-5311
FAX 316/262-4650

March 3, 1992

Janice Fort
Interstate Commerce Commission
Room 2303
12th and Constitution N.W.
Washington, D.C. 20423

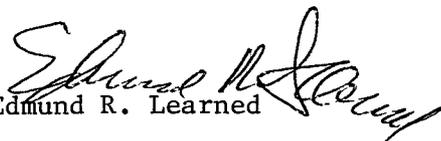
Attention: Document for Recordation

Dear Janice:

Enclosed as requested is our check in the amount of \$16.00 to replace the check for \$15.00 which you mailed back to us and which we had submitted to you in connection with the enclosed letter. I am sorry for the inconvenience this has caused you.

Sincerely yours,

EDMUND R. LEARNED, P.A.

By 
Edmund R. Learned

Encl.
cc: Lita Jimenez

EDMUND R. LEARNED, P.A.
ATTORNEY AT LAW
SUITE 442, R. H. GARVEY BUILDING
300 WEST DOUGLAS
WICHITA, KANSAS 67202-2908
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December 18, 1991

Secretary
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I am an attorney for the Lessee of the said cars. Please call me at (316) 261-5311 if you have any questions.

Thank you very much.

Sincerely yours,

EDMUND R. LEARNED, P.A.

By

Edmund R. Learned

Interstate Commerce Commission
Washington, D.C. 20423

3/6/92

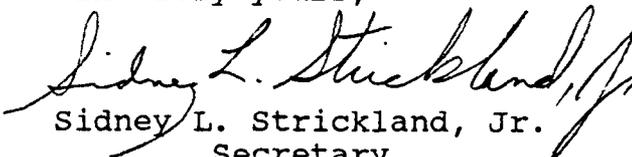
OFFICE OF THE SECRETARY

Emund R. Learned, P.A.
300 West Douglas
Suite 442, R. H. Garvey Building
Wichita, Kansas 67202-2908

Dear Sirs:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3/6/92 at 10:15AM, and assigned recordation number(s). 14208-B.

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

TERMINATION

REGISTRATION NO. 14208-B
FILED 1992

Dated December 18, 1991 MAR 6 - 1992 - 10 15 AM

OF

INTERSTATE COMMERCE COMMISSION

AMENDED AND RESTATED SECURITY AGREEMENT

Dated as of October 1, 1983

BETWEEN

INTERAIL, INC.,
as Debtor,

AND

CONTINENTAL ILLINOIS NATIONAL BANK
AND TRUST COMPANY OF CHICAGO
as Secured Party

TERMINATION
OF
AMENDED AND RESTATED SECURITY AGREEMENT
Dated as of October 1, 1983
BETWEEN INTERAIL, INC., as Debtor,
AND
CONTINENTAL ILLINOIS NATIONAL BANK
AND TRUST COMPANY OF CHICAGO
as Secured Party

This instrument is executed by CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, a National banking association (hereinafter called the Secured Party) as of the 18th Day of December, 1991.

W I T N E S S E T H:

WHEREAS, Interail, Inc., a Kansas corporation (hereinafter called the "Debtor") and the Secured Party are parties to that certain AMENDED AND RESTATED SECURITY AGREEMENT Dated as of October 1, 1983 (hereinafter called the "Security Agreement"), which has been recorded with the Interstate Commerce Commission under Recordation No. 14208; and

WHEREAS, the Secured Party as of the 28th day of February, 1989 executed a partial release releasing from the lien of the Security Agreement Fifty (50) of the covered hopper railroad cars covered by the lien of the Security Agreement bearing car numbers NOKL 3249 through NOKL 3283 and NOKL 3285 through NOKL 3299 together with all leases relating to those cars, which partial release has been recorded with the Interstate Commerce Commission under Recordation No. 14208-A; and

WHEREAS, the Secured Party desires to terminate the Security Agreement and release from the lien of the Security Agreement the balance of the property currently covered by the Security Agreement namely:

Three Hundred Eighty Six (386) covered hopper railroad cars with railroad car marks RILX 100 through RILX 124; RILX 3000 through 3099; NOKL 3100 through 3199 excluding NOKL 3101, 3124, 3157, 3158, 3166, 3167, 3188 and 3194; NOKL 3200 through 3299 excluding 3249 through 3283 and 3285 through 3299; NOKL 3300 through 3374; and NOKL 99105 through 99149 excluding 99117 and onThree Hundred Forty Nine (349) covered hopper railroad cars with railroad car marks NOKL 88000 through NOKL 88149; NOKL 99000 through 99104 excluding NOKL 99004, 99008, 99057, 99060, 99061, 99064, 99066, 99067, 99068, 99069, 99073 and 99082; NOKL 3006, 0910, 3027, 3029, 3038, 3041, 3047, 3067, 3068, 3077, 3091, 3510, 3512, 3515, 3518, 3519, 3701, 3703, 3705, 3706, 3708 through 3710, 3712,

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NOW THEREFORE, for good and valuable consideration, receipt and sufficiency of which is hereby acknowledged, the Secured Party hereby terminates the Security Agreement and hereby releases from the lien of the Security Agreement the balance of the property currently covered by the Security Agreement, including the following:

Three Hundred Eighty Six (386) covered hopper railroad cars with railroad car marks RILX 100 through RILX 124; RILX 3000 through 3099; NOKL 3100 through 3199 excluding NOKL 3101, 3124, 3157, 3158, 3166, 3167, 3188 and 3194; NOKL 3200 through 3299 excluding 3249 through 3283 and 3285 through 3299; NOKL 3300 through 3374; and NOKL 99105 through 99149 excluding 99117 and on Three Hundred Forty Nine (349) covered hopper railroad cars with railroad car marks NOKL 88000 through NOKL 88149; NOKL 99000 through 99104 excluding NOKL 99004, 99008, 99057, 99060, 99061, 99064, 99066, 99067, 99068, 99069, 99073 and 99082; NOKL 3006, 0910, 3027, 3029, 3038, 3041, 3047, 3067, 3068, 3077, 3091, 3510, 3512, 3515, 3518, 3519, 3701, 3703, 3705, 3706, 3708 through 3710, 3712, 3713, 3717, 3719, 3720, 3723, 3724, 3726, 3727, 3729, 3730, 3733, 3734 through 3736, 3738, 3740, 3741, 3744 through 3647, 3749, 3750, 3652, 3758 through 3763, 3766, 3768, 3772, 3774 through 3776, 3778, 3783 through 3788, 3790, 3791, 3795, 3797, 3799, 3800, 3802, 3803, 3806, 3808, 3810, 3811, 3812, 3824, 3825, 3826, 3829, 3834, 3837, 3838, 3841, 3842, 3845, 3847, 3838, 3849, 3851, 3852, 3853, 3857, 3858, 3859, 3864, 3865, 3878, 3884, 3886, 3891, and 3896 leased by Debtor, together with all leases relating to said rail cars.

IN WITNESS WHEREOF, the Secured Party has caused this termination and release instrument to be executed by one of its Vice Presidents and it corporate seal to be hereunto affixed, and the said seal and this termination and release instrument to be attested by one of its banking officers, all as of the day and year first above written.

Secured Party

CONTINENTAL ILLINOIS
NATIONAL BANK AND TRUST
COMPANY OF CHICAGO

ATTEST:

By David L. Graham
Banking Officer

By James R. Doran
Vice President

