

RECORDATION NO. 11908-B FILED

SEP 29 '98 11-00AM

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SEP 29 11 00 AM '98

RECEIVED
SURFACE TRANSPORTATION BOARD

Consider parts - K. Batman

September 28, 1998

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Termination and Release, dated January 2, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement previously filed with the Commission under Recordation Number 11908.

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

Secured Party: State Street Bank and Trust Company
Two International Place
Boston, Massachusetts 02110

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

all equipment subject to the Security Agreement previously filed herein

Mr. Vernon A. Williams
September 28, 1998
Page 2

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

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

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

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

OFFICE OF THE SECRETARY

Robert W. Alvord
Alvord And Alvord
918 Sixteenth Street, NW., Ste. 200
Washington, DC., 20006-2973

DATE: 9/29/98

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301
and 49 CFR 1177.3 (c), on 9/29/98 at 11:00AM, and
assigned recordation number(s). 7677-J, 14097-G, 17655-B, 11907-C
and 11908-B. ✓

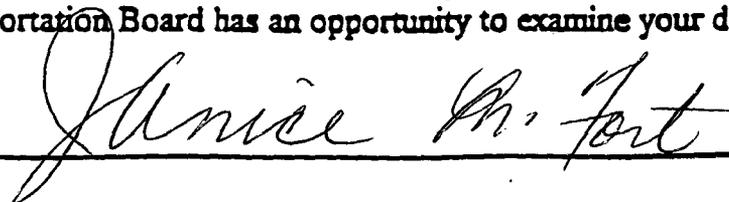
Sincerely Yours,


Vernon A. Williams
Secretary

Enclosure(s) (5)

\$ 130.00 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



RECORDATION NO. 11908-B FILED

SFP 29 '98

11-00AM

TERMINATION AND RELEASE

This TERMINATION AND RELEASE dated January 2, 1998, (the "Release") is made by STATE STREET BANK AND TRUST COMPANY, a Massachusetts trust company, not in its individual capacity but as Security Trustees, as successor-in-interest to The Connecticut Bank and Trust Company, under the (Union Electric Trust No. 80-1) (in such capacity, the "Security Trustee") for the Note Purchasers.

WITNESSETH

WHEREAS, United States Trust Company of New York as Trustee under Union Electric Trust No. 80-1 (the "Debtor") entered into the Security Agreement with the Security Trustee, pursuant to which, the Debtor granted to the Security Trustee, for the benefit of the Note Purchaser, a lien and security interest in, among other things, the rolling stock described in Schedule 1 hereto (the "Equipment"), which was filed and recorded on June 13, 1980, at 12:30pm with the Interstate Commerce Commission and has been assigned recordation No. 11908.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledge, the Security Trustee agrees as follows:

Section 1. Definitions All terms used and not otherwise defined herein shall have the respective meanings provided in the Security Agreement.

Section 2. Release and Termination of Security Interest in the Equipment. All right, title and interest of the Security Trustee in and to the Equipment is hereby released, terminated and discharged.

IN WITNESS WHEREOF, the Security Trustee has caused this Termination and Release to be duly executed by its authorized representative on the day and year first above written.



STATE STREET BANK AND TRUST COMPANY,
AS Security Trustee for the Note Purchaser

By: [Signature]

Name: Gerald R. Wheeler
Vice President

Title: _____

STATE OF MASSACHUSETTS)

) as

COUNTY OF SUFFOLK)

On this the 17th day of February, 1998, before me personally appeared Gerald Wheeler, to me personally known, who, being by me duly sworn, say that he is VICE PRESIDENT of State Street Bank and Trust Company, and that the foregoing instrument was signed on behalf of said true company by authority of its board of directors, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

My Commission Expires: 7/8/99

**EXISTING KMCX CARS
AS OF 12/18/97**

1 KMCX	80001	89 KMCX	80116	177 KMCX	80242
2 KMCX	80002	90 KMCX	80118	178 KMCX	80244
3 KMCX	80003	91 KMCX	80117	179 KMCX	80246
4 KMCX	80004	92 KMCX	80118	180 KMCX	80248
5 KMCX	80005	93 KMCX	80119	181 KMCX	80247
6 KMCX	80006	94 KMCX	80123	182 KMCX	80249
7 KMCX	80008	95 KMCX	80123	183 KMCX	80250
8 KMCX	80009	96 KMCX	80128	184 KMCX	80251
9 KMCX	80010	97 KMCX	80127	185 KMCX	80252
10 KMCX	80011	98 KMCX	80129	186 KMCX	80253
11 KMCX	80012	99 KMCX	80130	187 KMCX	80254
12 KMCX	80014	100 KMCX	80131	188 KMCX	80256
13 KMCX	80016	101 KMCX	80132	189 KMCX	80258
14 KMCX	80017	102 KMCX	80133	190 KMCX	80257
15 KMCX	80020	103 KMCX	80128	191 KMCX	80258
16 KMCX	80021	104 KMCX	80137	192 KMCX	80259
17 KMCX	80022	105 KMCX	80128	193 KMCX	80260
18 KMCX	80023	106 KMCX	80138	194 KMCX	80263
19 KMCX	80024	107 KMCX	80141	195 KMCX	80264
20 KMCX	80025	108 KMCX	80142	196 KMCX	80265
21 KMCX	80026	109 KMCX	80143	197 KMCX	80266
22 KMCX	80027	110 KMCX	80144	198 KMCX	80267
23 KMCX	80028	111 KMCX	80146	199 KMCX	80268
24 KMCX	80029	112 KMCX	80147	200 KMCX	80269
25 KMCX	80032	113 KMCX	80150	201 KMCX	80270
26 KMCX	80034	114 KMCX	80151	202 KMCX	80272
27 KMCX	80035	115 KMCX	80152	203 KMCX	80274
28 KMCX	80036	116 KMCX	80154	204 KMCX	80276
29 KMCX	80037	117 KMCX	80155	205 KMCX	80278
30 KMCX	80038	118 KMCX	80157	206 KMCX	80277
31 KMCX	80039	119 KMCX	80159	207 KMCX	80278
32 KMCX	80040	120 KMCX	80160	208 KMCX	80279
33 KMCX	80041	121 KMCX	80162	209 KMCX	80281
34 KMCX	80042	122 KMCX	80163	210 KMCX	80282
35 KMCX	80043	123 KMCX	80164	211 KMCX	80285
36 KMCX	80045	124 KMCX	80166	212 KMCX	80287
37 KMCX	80046	125 KMCX	80168	213 KMCX	80288
38 KMCX	80047	126 KMCX	80171	214 KMCX	80289
39 KMCX	80048	127 KMCX	80172	215 KMCX	80291
40 KMCX	80049	128 KMCX	80176	216 KMCX	80292
41 KMCX	80050	129 KMCX	80177	217 KMCX	80293
42 KMCX	80051	130 KMCX	80178	218 KMCX	80294
43 KMCX	80052	131 KMCX	80180	219 KMCX	80295
44 KMCX	80053	132 KMCX	80181	220 KMCX	80297
45 KMCX	80054	133 KMCX	80182	221 KMCX	80298
46 KMCX	80055	134 KMCX	80183	222 KMCX	80299
47 KMCX	80056	135 KMCX	80184	223 KMCX	80300
48 KMCX	80057	136 KMCX	80187	224 KMCX	80301
49 KMCX	80058	137 KMCX	80188	225 KMCX	80302
50 KMCX	80061	138 KMCX	80189	226 KMCX	80304

**EXISTING KMCX CARS
AS OF 12/16/97**

51 KMCX	80062	139 KMCX	80180	227 KMCX	80308
52 KMCX	80065	140 KMCX	80181	228 KMCX	80309
53 KMCX	80068	141 KMCX	80183	229 KMCX	80307
54 KMCX	80067	142 KMCX	80184	230 KMCX	80309
55 KMCX	80070	143 KMCX	80186	231 KMCX	80310
56 KMCX	80072	144 KMCX	80187	232 KMCX	80311
57 KMCX	80074	145 KMCX	80189	233 KMCX	80312
58 KMCX	80075	146 KMCX	80189	234 KMCX	80313
59 KMCX	80076	147 KMCX	80202	235 KMCX	80316
60 KMCX	80077	148 KMCX	80203	236 KMCX	80317
61 KMCX	80078	149 KMCX	80204	237 KMCX	80319
62 KMCX	80079	150 KMCX	80205	238 KMCX	80320
63 KMCX	80080	151 KMCX	80208	239 KMCX	80321
64 KMCX	80081	152 KMCX	80210	240 KMCX	80322
65 KMCX	80082	153 KMCX	80212	241 KMCX	80323
66 KMCX	80083	154 KMCX	80213	242 KMCX	80325
67 KMCX	80085	155 KMCX	80214	243 KMCX	80327
68 KMCX	80086	156 KMCX	80215	244 KMCX	80328
69 KMCX	80087	157 KMCX	80216	245 KMCX	80329
70 KMCX	80089	158 KMCX	80218	246 KMCX	80330
71 KMCX	80090	159 KMCX	80219	247 KMCX	80331
72 KMCX	80091	160 KMCX	80220	248 KMCX	80332
73 KMCX	80092	161 KMCX	80221	249 KMCX	80334
74 KMCX	80094	162 KMCX	80222	250 KMCX	80335
75 KMCX	80095	163 KMCX	80223	251 KMCX	80336
76 KMCX	80097	164 KMCX	80224	252 KMCX	80337
77 KMCX	80100	165 KMCX	80225	253 KMCX	80338
78 KMCX	80102	166 KMCX	80226	254 KMCX	80340
79 KMCX	80103	167 KMCX	80227	255 KMCX	80341
80 KMCX	80105	168 KMCX	80228	256 KMCX	80342
81 KMCX	80106	169 KMCX	80229	257 KMCX	80343
82 KMCX	80107	170 KMCX	80231	258 KMCX	80344
83 KMCX	80109	171 KMCX	80232	259 KMCX	80346
84 KMCX	80110	172 KMCX	80233	260 KMCX	80346
85 KMCX	80111	173 KMCX	80236	261 KMCX	80347
86 KMCX	80112	174 KMCX	80237	262 KMCX	80348
87 KMCX	80113	175 KMCX	80239	263 KMCX	80349
88 KMCX	80114	176 KMCX	80241	264 KMCX	80350

G.P.HOF

12/16/97

ANDERSON XLS