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OF COUNSEL
URBAN A. LESTER

April 9, 1999

RECORDATION NO. 9644-G FILED


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

APR 14 '99

11-45 AM

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are three (3) copies of a Termination of Supplemental Indenture, dated as of April 7, 1999, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Supplemental Indenture which as previously filed with the Commission under Recordation Number 9644-C.

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

Owner Trustee: First Security Bank
(f/k/a First Security Bank of Utah)
79 South Main Street
Salt Lake City, Utah 84111

Indenture Trustee: United States Trust Company of New York
114 West 47th Street
New York, New York 10036

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

200 hundred locomotives SCOX 1400 through SCOX 1599

Mr. Vernon A. Williams
April 9, 1999
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 stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg
Enclosures

TERMINATION OF SUPPLEMENTAL INDENTURE

APR 14 '99 11-45 AM

This Termination of Supplemental Indenture terminates the Supplemental Indenture, dated as of November 15, 1978, between First Security Bank, N.A., formerly known as First Security Bank of Utah, N.A., as owner trustee, and United States Trust Company of New York, as indenture trustee, as to all property covered thereunder and which is more specifically described on the second page of Exhibit A hereto (entitled "Exhibit B to Supplemental Indenture").

Such Supplemental Indenture was filed with the Surface Transportation Board, successor to the Interstate Commerce Commission, on December 19, 1978, at 8:45 a.m. under Recordation Number 9644-C.

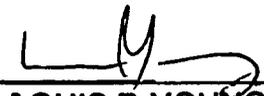
This Termination of Lease may be executed by the parties on separate counterparts.

Dated: April 7, 1999

FIRST SECURITY BANK, N.A., as owner trustee

By: _____
Printed Name: _____
Title: _____

United States Trust Company of New York, as indenture trustee

By: 
Printed Name: LOUIS P. YOUNG
Title: VICE PRESIDENT

STATE OF NEW YORK)
) s.s.
COUNTY OF New York)

On April 7, 1999, before me Christine C. Collins personally appeared Louis P Young, Vice President of UNITED STATES TRUST COMPANY OF NEW YORK,

personally known to me -OR-

_____ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.

Christine C Collins

[Notarial Seal]

SIGNATURE OF THE NOTARY
CHRISTINE C. COLLINS
Notary Public, State of New York
No. 03-4624735
Qualified in Bronx County
Certificate Filed in New York County
Commission Expires March 30, 2000

STATE OF UTAH)
) s.s.
COUNTY OF _____)

On _____, 1999, before me _____, personally appeared _____ of FIRST SECURITY BANK, N.A.,

_____ personally known to me -OR-

_____ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.

[Notarial Seal]

SIGNATURE OF THE NOTARY

TERMINATION OF SUPPLEMENTAL INDENTURE

This Termination of Supplemental Indenture terminates the Supplemental Indenture, dated as of November 15, 1978, between First Security Bank, N.A., formerly known as First Security Bank of Utah, N.A., as owner trustee, and United States Trust Company of New York, as indenture trustee, as to all property covered thereunder and which is more specifically described on the second page of Exhibit A hereto (entitled "Exhibit B to Supplemental Indenture").

Such Supplemental Indenture was filed with the Surface Transportation Board, successor to the Interstate Commerce Commission, on December 19, 1978, at 8:45 a.m. under Recordation Number 9644-C.

This Termination of Lease may be executed by the parties on separate counterparts.

Dated: _____, 1999

FIRST SECURITY BANK, N.A., as owner trustee

By: _____
Printed Name: Greg A. Hawley
Title: Vice President

United States Trust Company of New York, as
indenture trustee

By: _____
Printed Name: _____
Title: _____

STATE OF NEW YORK)
) s.s.
COUNTY OF _____)

On _____, 1999, before me _____, personally appeared _____ of UNITED STATES TRUST COMPANY OF NEW YORK,

_____ personally known to me -OR-

_____ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.

[Notarial Seal]

SIGNATURE OF THE NOTARY

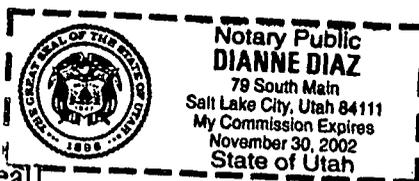
STATE OF UTAH)
) s.s.
COUNTY OF Salt Lake)

On April 8, 1999, before me Dianne Diaz, personally appeared Greg A. Hawley Vice President of FIRST SECURITY BANK, N.A.,

I personally known to me -OR-

_____ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.



[Notarial Seal]

SIGNATURE OF THE NOTARY

9644-C

RECORDATION NO. Filed 1425

DEC 19 1978 - 8 43 PM

SUPPLEMENTAL INDENTURE INTERSTATE COMMERCE COMMISSION

Dated as of November 15, 1978

Between

FIRST SECURITY BANK OF UTAH, N.A.,
not in its individual capacity, but solely
as trustee severally for each of IIT Industrial
Credit Company and Northwestern National Bank
of Minneapolis under a Master Trust Agreement
dated as of October 1, 1976 between it and
Intel Capital Services Corporation,
as Owner Trustee

and

UNITED STATES TRUST COMPANY OF NEW YORK,
not in its individual capacity, but solely
as trustee under a Trust Indenture dated as of
October 1, 1976 between it and the Owner Trustee,
as Trustee

Supplemental to Trust Indenture dated
as of October 1, 1976

SCOUKAK-BISHOP GRAIN COMPANY
(1978) Equipment Trusts No. 1 and No. 2

EXHIBIT B
to Supplemental Indenture

DESCRIPTION OF EQUIPMENT*

Group of Equipment <u>(a)(b)</u>	<u>Quantity</u>	<u>Manufsc- turer</u>	<u>Description and AAR Mechanical Designation</u>	<u>Lessee's Identification Numbers (b)</u>	<u>Estimated Lessor's Cost Per Item</u>	<u>Beneficiary</u>
1A or 1B, depending on date of acceptance of each Item	120	Marine Industrie Limitee	One-Hundred	SCOX 1400 - 1405	\$44,000	Northwestern National Bank of Minneapolis
			Ton 4650	SCOX 1410 - 1415		
			Cubic Feet	SCOX 1420 - 1425		
			Steel Covered	SCOX 1430 - 1435		
			Hopper Cars	SCOX 1440 - 1445		
			with Trough	SCOX 1450 - 1455		
			type hatch,	SCOX 1460 - 1465		
			Plate C	SCOX 1470 - 1475		
			(AAR-LO)	SCOX 1480 - 1485		
				SCOX 1490 - 1495		
				SCOX 1500 - 1505		
				SCOX 1510 - 1515		
				SCOX 1520 - 1525		
				SCOX 1530 - 1535		
				SCOX 1540 - 1545		
				SCOX 1550 - 1555		
				SCOX 1560 - 1565		
	SCOX 1570 - 1575					
	SCOX 1580 - 1585					
	SCOX 1590 - 1595					
2A or 2B, depending on date of acceptance of each Item	80	Marine Industrie Limitee	One-Hundred	SCOX 1406 - 1409	\$44,000	ITT Industr Credit Company
			Ton 4650	SCOX 1416 - 1419		
			Cubic Feet	SCOX 1426 - 1429		
			Steel Covered	SCOX 1436 - 1439		
			Hopper Cars	SCOX 1446 - 1449		
			with Trough	SCOX 1456 - 1459		
			type hatch,	SCOX 1466 - 1469		
			Plate C	SCOX 1476 - 1479		
			(AAR-LO)	SCOX 1486 - 1489		
				SCOX 1496 - 1499		
				SCOX 1506 - 1509		
				SCOX 1516 - 1519		
				SCOX 1526 - 1529		
				SCOX 1536 - 1539		
				SCOX 1546 - 1549		
				SCOX 1556 - 1559		
				SCOX 1566 - 1569		
	SCOX 1576 - 1579					
	SCOX 1586 - 1589					
	SCOX 1596 - 1599					

* The term Equipment shall refer to the Equipment described above and an Item of Equipment shall refer to each unit of Equipment described above.