

SEYFARTH, SHAW, FAIRWEATHER & GERALDSON

55 EAST MONROE STREET
CHICAGO, ILLINOIS 60603-5803

AREA CODE 312 346-8000
CABLE ADDRESS' INTERLEX
FACSIMILE 312 269-8869

LOS ANGELES OFFICE
ONE CENTURY PLAZA - SUITE 3300
2029 CENTURY PARK EAST
LOS ANGELES, CALIFORNIA 90067-3063
AREA CODE 213 277-7200
FACSIMILE 213 201-5219

WASHINGTON, D.C. OFFICE
815 CONNECTICUT AVENUE, N.W.
WASHINGTON, D.C. 20006-4004
AREA CODE 202 463-2400
FACSIMILE 202 828-5393

NEW YORK OFFICE
757 THIRD AVENUE
NEW YORK, NEW YORK 10017-2013
AREA CODE 212 715-9000
TELEX NO. 422867
FACSIMILE 212 752-3116

WRITER'S DIRECT DIAL (312) _____

SAN FRANCISCO OFFICE
101 CALIFORNIA STREET
SUITE 2900
SAN FRANCISCO, CALIFORNIA 94111-5858
AREA CODE 415 397-2823
FACSIMILE 415 397-8549

April 30, 1990

RECORDATION NO. 7677 FILED 1423

0-121A037

Federal Express

MAY 1 1990 -11 55 AM

Secretary
Interstate Commerce Commission INTERSTATE COMMERCE COMMISSION
Room 2303
12th & Constitution
Washington, D.C. 20423

Attention: Ms. Mildred Lee/DOCUMENTS FOR RECORDATION

Re: Recordation No. 7677

Dear Secretary:

I am an attorney representing the parties to the enclosed document. I have enclosed one original and two certified copies of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code and the regulations adopted pursuant thereto.

The document is:

Full Release, a secondary document, dated as of April 1, 1990.

The primary document to which this is connected is recorded under Recordation No. 7677.

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

Agent under Finance Agreement:

Mercantile-Safe Deposit and Trust Company
Two Hopkins Plaza
Baltimore, Maryland 21201

Owner-Trustee:

United States Trust Company of New York
130 John Street
New York, New York 10038

Interstate Commerce Commission

April 30, 1990

Also please cross-index under:

Lessee:

CSX Transportation, Inc.
100 North Charles Street
Baltimore, Maryland 21201

The equipment covered by this document is comprised of all of the remaining equipment subject to the primary document, being approximately 1,000 50'6", 70 ton capacity, general service boxcars (AAR mechanical designation "XM").

A fee of \$15.00 is enclosed. Please return the original document and any extra copies not needed by the Commission for recordation and the enclosed copy of this letter, each bearing your file stamp, to:

Richard Demarest Yant
Seyfarth, Shaw, Fairweather & Geraldson
55 East Monroe Street
Suite 4200
Chicago, Illinois 60603.

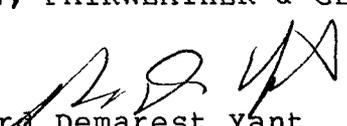
A short summary of the document to appear in the index follows:

Full Release dated April 1, 1990, by which the Assignment of Lease and Agreement dated September 1, 1974, is terminated and all equipment subject thereto is fully and completely released by Mercantile-Safe Deposit and Trust Company, as Agent under a Finance Agreement, Two Hopkins Plaza, Baltimore Maryland 21201 to United States Trust Company of New York, as Owner-Trustee, 130 John Street, New York, New York 10038.

Very truly yours,

SEYFARTH, SHAW, FAIRWEATHER & GERALDSON

By


Richard Demarest Yant

cc: Russell Schreiber
John S. Reichner
United States Trust Company

FULL RELEASE

MAY 1 1990 -11 55 AM

INTERSTATE COMMERCE COMMISSION

This Release is given as of the 1st day of April, 1990 by MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, not in its individual capacity, but solely as Agent under a Finance Agreement dated as of September 1, 1974, ("Agent") to UNITED STATES TRUST COMPANY OF NEW YORK, as Owner-Trustee ("Owner-Trustee").

RECITALS:

A. Pursuant to an Agreement and Assignment dated as of September 1, 1974 between ACF Industries, Incorporated and Agent, filed with the Interstate Commerce Commission (the "ICC") on December 19, 1974 under Recordation No. 7676-A, Agent is the Vendor under a Conditional Sale Agreement dated as of September 1, 1974, filed with the ICC on October 11, 1974 under Recordation No. 7676, as amended by Amendment Agreement dated as of December 10, 1974 filed with the ICC on December 19, 1974 under recordation No. 7676-B and Amendment Agreement dated as of November 1, 1975 filed with the ICC on May 20, 1976 under Recordation No. 7676-C ("CSA").

B. Agent is the assignee of certain lease interests under an Assignment of Lease and Agreement dated as of September 1, 1974 (the "Lease Assignment"), filed with the ICC under Recordation No. 7677-A.

C. The CSA and the Lease Assignment are collectively referred to herein as the "Agreements".

D. Owner-Trustee has satisfied all of its obligations under the Agreements, and Agent desires to release all of its rights under the Agreements.

NOW THEREFORE, in consideration of one dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Agent hereby agrees as follows:

1. Agent hereby releases Owner-Trustee and the "Owner" (as such term is defined in the CSA) and its successors and assigns from any and all liability or obligations under the Agreements.

2. Agent waives and releases all of its rights under the Agreements.

3. Agent releases and quitclaims to Owner-Trustee all of its rights, title, and interest (if any) in and to each of the units of Equipment and each and every other asset of Owner-Trustee described in any of the Agreements.

IN WITNESS WHEREOF, Agent has executed this Full Release as of the day and year first above written.

MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY,
not in its individual capacity, but solely
as Agent under Finance Agreement dated as of
September 1, 1974

By: X [Signature]

Title: VICE PRESIDENT

STATE OF Md.)
City) SS.
COUNTY OF Balts)

The foregoing instrument was acknowledged before me this 23rd
day of April, 1990 by R. E. Schreiber,
the VICE PRESIDENT of MERCANTILE-SAFE DEPOSIT
AND TRUST COMPANY, on behalf of the company.

[Signature]
NOTARY PUBLIC

My commission expires July 1, 1990