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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

RECORDATION NO. 20435-B FILED

March 16, 1999

MAR 17 '99 11-45 AM

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 three (3) copies of a Release of Security Agreement (Assignment), dated March 16, 1999, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete release and relates to the Security Agreement which was previously filed with the Board under Recordation Numbers 20435 and 20435-A.

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

Secured Party. NationsBanc Leasing Corporation
101 South Tryon
Charlotte, North Carolina 28255

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

All railcars covered by the Security Agreement previously filed herein

Vernon A. Williams
March 16, 1999
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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,



Robert W Alvord

RWA/bg
Enclosures

Surface Transportation Board
Washington, D.C. 20423-0001

March 17, 1999

Robert W. Alvord
Alvord & Alvord
918 16th Street NW
Washington DC 20006-2973

Dear Mr. Alvord:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301 and 49 CFR 1177.3 (c), on March 17, 1999 at 11:45 AM, and assigned recordation number(s) 20435-B, 20506-A, 21035-A, 21099-A, 21142-A, 21148-A, 21156-A, 21579-A, and 22035-A.

Sincerely Yours,


Vernon A. Williams
Secretary

Enclosure(s)

\$ 234.00 (charged to account) 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: _____



MAR 17 '99

11-45AM

RELEASE OF SECURITY AGREEMENT (ASSIGNMENT)

THIS IS TO CERTIFY that the Security Agreement (Assignment) dated as of December 30, 1996, between Rail Leasing Co., L.L.C , as Debtor, and NationsBanc Leasing Corporation, as Secured Party, recorded with the Surface Transportation Board on December 30, 1996 as Recordation No. 20435 and as amended by Amendment No. 1 to Security Agreement (Assignment) dated as of December 30, 1997, recorded with the Surface Transportation Board on January 2, 1998 as Recordation No 20435-A is hereby released.

IN WITNESS WHEREOF, NationsBanc Leasing Corporation has caused this instrument to be executed by its duly authorized officer this 16 day of March, 1999.

NATIONSBANC LEASING CORPORATION

By: Herbert T. Thureau

Name: HERBERT T. THURAU

Title SENIOR VICE PRESIDENT

STATE OF North Carolina)

SS.

COUNTY OF Mecklenburg)

On this 12th day of March, 1999, before me, personally appeared Herbert T Thureau, to me personally known, who being by me duly sworn, says that he is the Senior Vice President of NationsBanc Leasing Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing was the free act and deed of said corporation.

(SEAL)

Walter D. Polman
Notary Public

My commission expires.

2-16-03

