ELIAS C ALVORD (1942)
ELLSWORTH C ALVORD (1964)

ROBERT W ALVORD+
CHARLES T KAPPLER
JOHN H DOYLE#
JAMES C MARTIN JR#

+ALSO ADMITTED IN NEW YORK
#ALSO ADMITTED IN MARYLAND

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ALVORD AND ALVORD
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OF COUNSEL
URBAN A LESTER

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440367 A AND A

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RECORDATION NO 16652 -D FILED 1425

JUL 25 1991 -1 55 PM

INTERSTATE COMMERCE COMMISSION

16652-D
1-206A025

July 24, 1991

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) fully executed and acknowledged copies of a Release and Termination of Security Interest dated July 17, 1991, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to a Loan, Chattel Mortgage and Security Agreement dated December 15, 1989, which was filed and recorded on December 15, 1989 under Recordation Number 16652, as subsequently supplemented under Recordation Numbers 16652-A through 16652-C.

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

Norstar Bank
40 Main Street
Hempstead, New York 11511

A description of the railroad equipment covered by the enclosed document is set forth in Annex A thereto.

Also enclosed is a check in the amount of $15 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return a stamped copy of the enclosed document to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

Counterpart - C.T. Kappler

A short summary of the enclosed secondary document to appear in the Commission's Index is:

Full and complete Release and Termination.

Very truly yours,

Charles T. Kappler

Charles T. Kappler

CTK/bg
Enclosures

RECORDATION NO. 16652-D FILED 1425

JUL 25 1991 -1 55 PM

INTERSTATE COMMERCE COMMISSION

RELEASE AND TERMINATION OF SECURITY INTEREST

WHEREAS, ACF Industries, Incorporated (the "Debtor") and Norstar Bank (the "Bank") entered into a certain Loan, Chattel Mortgage and Security Agreement dated December 15, 1989 (as heretofore amended, modified or supplemented, the "Loan Agreement") pursuant to which the Bank agreed to lend certain sums to Debtor (the "Loans");

WHEREAS, pursuant to the Loan Agreement, Debtor delivered to the Bank certain Supplements to the Loan, Chattel Mortgage and Security Agreement;

WHEREAS, the Debtor has paid in full all its obligations under Loan, Chattel Mortgage and Security Agreement;

NOW, THEREFORE, the parties hereto hereby agree as follows:

The Bank hereby releases, and terminates its security interest in, all its right, title and interest, in and to any Collateral granted to the Bank under the Loan, Chattel Mortgage and Security Agreement as such term is defined therein. Without limiting the generality of the foregoing, the Bank hereby releases all of its right, title and interest in and to, and terminates its security interest in, all of the railroad rolling stock listed on Annex A hereto which is intended for use in interstate commerce, together with any standard gauge rolling stock (other than locomotives, passenger or work equipment) (the "Equipment") together will all accessories, equipment, parts and appurtenances appertaining or attached to such Equipment, whether now owned or hereafter acquired, and all substitutions, renewals or replacements of and additions, improvements, accessions and accumulations to any and all of said Equipment, together with all the rents, issues, income, profits and avails therefrom and the proceeds thereof (including, without limitation, claims of the Debtor against third parties for loss or damage to or destruction of any such assets); and (B) all right, title and interest of the Debtor in and to each and every lease, but to and only to the extent relating to the Equipment (each such lease relating only to the Equipment or such relevant portion of such lease relating to the Equipment being an "Equipment Lease"), and all payments due and to become due under any Equipment Lease,

whether as contractual obligations, damages or otherwise to the extent such payments are derived from the Equipment.

IN WITNESS WHEREOF, the parties hereto have caused this Release to be duly executed this 17th day of July, 1991.

NORSTAR BANK

By: _____

Name: Geoffrey D. Spillane

Title: AVP

25034/2067010

STATE OF NEW YORK)
: ss.
COUNTY OF NEW YORK)

On this 17 day of July, 1991, before me personally came Geoffrey D. Spillane to me known, who being to me duly sworn, did depose and say that he resides at 56 E 42 St, New York, NY 10017 that he is the Asst. Vice President of NORSTAR BANK, the bank described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said bank.

Regina L. Edelman

REGINA L. EDELMAN
NOTARY PUBLIC, State of New York
No. 11-[illegible]
Qualified in [illegible] County
Commission Expires February 20, 1992

25034/2067010

ANNEX A

TYPE CAR	CAR NUMBER
0	ACFX 67089
	ACFX 67090
	ACFX 67091
	ACFX 67104
0	

04/19/91

TYPE CAR	CAR NUMBER
O	ACFX 45073
	ACFX 45074
	ACFX 45075
	ACFX 45076
	ACFX 45077
	ACFX 45078
	ACFX 45079
	ACFX 45080
	ACFX 45081
	ACFX 45083
	ACFX 45082
	ACFX 45084
	ACFX 45085
	ACFX 45086
	ACFX 45087
O	

LISTLOG UTILITY

04/19/91

TYPE CAR	CAR NUMBER
0	ACFX 45056
	ACFX 45057
	ACFX 45058
0	

04/1979

TYPE CAR	CAR NUMBER
D	ACFX 67153
	ACFX 67160
	ACFX 67162
	ACFX 67165
	ACFX 67166
	ACFX 67172
	ACFX 67173
	ACFX 67176
	ACFX 67177
	ACFX 67179
	ACFX 67180
	ACFX 67196
	ACFX 67219
	ACFX 67225
	ACFX 67232
	ACFX 67235
	ACFX 67237
	ACFX 67239
	ACFX 67241
	ACFX 67245
	ACFX 67249
	ACFX 67250
	ACFX 67257
	ACFX 67260
	ACFX 67208
	ACFX 67209
	ACFX 67253
	ACFX 67267
	ACFX 67271
	ACFX 67278
	ACFX 67279
	ACFX 67280
	ACFX 67284
	ACFX 67285
	ACFX 67289
	ACFX 67290
	ACFX 67292
	ACFX 67295
	ACFX 67297
	ACFX 67302
	ACFX 67303
	ACFX 67305
	ACFX 67307
	ACFX 67308
	ACFX 67310
	ACFX 67314
	ACFX 67317
	ACFX 67316

04/19/91

TYPE CAR	CAR NUMBER
0	ACFX 67325
	ACFX 67327
	ACFX 67332
	ACFX 67339
	ACFX 67343
	ACFX 67346
	ACFX 67348
	ACFX 67392
	ACFX 67397
	ACFX 67404
	ACFX 67431
	ACFX 67381
	ACFX 67433
	ACFX 67448
	ACFX 67478
	ACFX 67487
	ACFX 67488
	ACFX 67497
	ACFX 67468
	ACFX 67469
	ACFX 67470 → ACFX 67471
	ACFX 67472
	ACFX 67473
	ACFX 67474
	ACFX 67476
	ACFX 67479
	ACFX 67480
	ACFX 67481
	ACFX 67482
	ACFX 67483
	ACFX 67484
	ACFX 67485
	ACFX 67489
	ACFX 67490
	ACFX 67491
	ACFX 67492
	ACFX 67493
	ACFX 67494
	ACFX 67495
	ACFX 67496
	ACFX 67498
	ACFX 67499
	ACFX 67500
	ACFX 67501
	ACFX 67502
	ACFX 67503
	ACFX 67504
	ACFX 67505

TYPE CAR	CAR NUMBER
0	ACFX 67507
	ACFX 67508
	ACFX 67509
	ACFX 67510
	ACFX 67511
	ACFX 67512
	ACFX 67513
	ACFX 67514
	ACFX 67515
	ACFX 67516
	ACFX 67517
	ACFX 67518
	ACFX 67519
	ACFX 67520
	ACFX 67521
	ACFX 67522
	ACFX 67523
	ACFX 67524
	ACFX 67525
	ACFX 67526
	ACFX 67527
	ACFX 67528
	ACFX 67529
	ACFX 67530
	ACFX 67531
	ACFX 67532
	ACFX 67533
	ACFX 67534
	ACFX 67535
	ACFX 67536
	ACFX 67537
	ACFX 67538
	ACFX 67539
	ACFX 67540
	ACFX 67541
	ACFX 67542
	ACFX 67543
	ACFX 67544
	ACFX 67545
	ACFX 67546
	ACFX 67547
	ACFX 67548
	ACFX 67549
	ACFX 67550
	ACFX 67551
	ACFX 67552
	ACFX 67553
	ACFX 67554

04/19/91

TYPE CAR	CAR NUMBER
0	ACFX 67555
	ACFX 67556
	ACFX 67557
	ACFX 67558
	ACFX 67559
	ACFX 67560
	ACFX 67561
	ACFX 67562
	ACFX 67563
	ACFX 67564
	ACFX 67565
	ACFX 67567
	ACFX 67568
	ACFX 67569
	ACFX 67571
	ACFX 67572
	ACFX 67573
	ACFX 67574
	ACFX 67575
	ACFX 67576
	ACFX 67577
	ACFX 67578
	ACFX 67579
	ACFX 67580
	ACFX 67475
	ACFX 67477
	ACFX 67486
	ACFX 67570
	ACFX 65648
	ACFX 65649
0	

04/19/91

TYPE CAR	CAR NUMBER
0	ACFX 45061
	ACFX 45062
	ACFX 45063
	ACFX 45064
	ACFX 45065
	ACFX 45066
	ACFX 45067
	ACFX 45068
	ACFX 45069
	ACFX 45070
0	

04/19/91

TYPE CAR	CAR NUMBER
D	ACFX 45022
	ACFX 45025
	ACFX 45029
	ACFX 45071
	ACFX 45072
	ACFX 45059
	ACFX 45060
D	

04/19/91

TYPE CAR	CAR NUMBER
0	ACFX 66091
	ACFX 66094
	ACFX 66231
	ACFX 66232
	ACFX 66237
	ACFX 66239
	ACFX 66240
	ACFX 66245
	ACFX 66254
	ACFX 66255
	ACFX 66261
	ACFX 66262
	ACFX 66263
	ACFX 66264
	ACFX 66270
	ACFX 66271
	ACFX 66272
	ACFX 66277
	ACFX 66278
	ACFX 66293
	ACFX 66294
	ACFX 66295
	ACFX 66296
	ACFX 66301
	ACFX 66302
	ACFX 66303
	ACFX 66304
	ACFX 66309
	ACFX 66310
	ACFX 66311
	ACFX 66312
	ACFX 66317
	ACFX 66318
	ACFX 66319
	ACFX 66320
	ACFX 66325
	ACFX 66326
	ACFX 66327
	ACFX 66328
	ACFX 66333
	ACFX 66334
	ACFX 66335
	ACFX 66336
	ACFX 66337
	ACFX 66338
	ACFX 66339
	ACFX 66340
	ACFX 66341

04/19/91

TYPE CAR	CAR NUMBER
0	ACFX 66342
	ACFX 66343
	ACFX 66344
	ACFX 66345
	ACFX 66346
	ACFX 66347
	ACFX 66348
	ACFX 66349
	ACFX 66350
	ACFX 66351
	ACFX 66352
	ACFX 66353
	ACFX 66355
	ACFX 66356
	ACFX 66357
	ACFX 66358
	ACFX 66359
	ACFX 66360
	ACFX 66361
	ACFX 66362
	ACFX 66363
	ACFX 66284
	ACFX 66364
	ACFX 66365
	ACFX 66366
	ACFX 66367
	ACFX 66372
	ACFX 66373
	ACFX 66374
	ACFX 66375
	ACFX 66378
	ACFX 66379
	ACFX 66380
	ACFX 66381
	ACFX 66382
	ACFX 66383
	ACFX 66384
	ACFX 66385
	ACFX 66387
	ACFX 66388
	ACFX 66390
	ACFX 66391
	ACFX 66281
	ACFX 66354
	ACFX 66377
	ACFX 66386
	ACFX 66389
0	

TYPE CAR	CAR NUMBER
0	ACFX 67152
	ACFX 67161
	ACFX 67164
	ACFX 67168
	ACFX 67178
	ACFX 67182
	ACFX 67192
	ACFX 67195
	ACFX 67198
	ACFX 67205
	ACFX 67218
	ACFX 67229
	ACFX 67238
	ACFX 67248
	ACFX 67261
	ACFX 67183
	ACFX 67217
	ACFX 67252
	ACFX 67255
	ACFX 67272
	ACFX 67282
	ACFX 67293
	ACFX 67319
	ACFX 67321
	ACFX 67324
	ACFX 67329
	ACFX 67331
	ACFX 67334
	ACFX 67340
	ACFX 67350
	ACFX 67387
	ACFX 67391
	ACFX 67395
	ACFX 67399
	ACFX 67467
	ACFX 67506
	ACFX 67566
0	
0	

04/19/91

TYPE CAR	CAR NUMBER
T	ACFX 73660
	ACFX 73661
	ACFX 73662
	ACFX 73663
	ACFX 73664
	ACFX 73665
	ACFX 73666
T	

TYPE CAR	CAR NUMBER
T	ACFX 73099
	ACFX 73100
	ACFX 73101
	ACFX 73102
	ACFX 73103
	ACFX 73104
	ACFX 73105
	ACFX 73106
	ACFX 73107
	ACFX 73108
	ACFX 73109
	ACFX 73110
	ACFX 73111
	ACFX 73112
	ACFX 73113
	ACFX 73114
	ACFX 73115
	ACFX 73116
	ACFX 73117
	ACFX 73118
	ACFX 73119
	ACFX 73120
	ACFX 73121
	ACFX 73122
	ACFX 73123
	ACFX 73124
T	

04/19/91

TYPE CAR	CAR NUMBER
T	ACFX 73802
	ACFX 73803
	ACFX 73804
	ACFX 73805
	ACFX 73806
	ACFX 73808
	ACFX 73809
	ACFX 73810
	ACFX 73811
	ACFX 73812
	ACFX 73815
	ACFX 73818
	ACFX 73821
	ACFX 73823
	ACFX 73800
	ACFX 73801
	ACFX 73807
	ACFX 73813
	ACFX 73814
	ACFX 73816
	ACFX 73817
	ACFX 73819
	ACFX 73820
	ACFX 73822
	ACFX 73824
	ACFX 73825
	ACFX 73826
	ACFX 73827
T	

TYPE CAR	CAR NUMBER
T	ACFX 73770
	ACFX 73771
	ACFX 73772
	ACFX 73773
	ACFX 73774
	ACFX 73775
	ACFX 73776
	ACFX 73777
	ACFX 73778
	ACFX 73779
	ACFX 73780
	ACFX 73781
	ACFX 73782
	ACFX 73783
	ACFX 73784
	ACFX 73785
	ACFX 73786
	ACFX 73787
	ACFX 73788
	ACFX 73789
	ACFX 73790
	ACFX 73791
	ACFX 73792
	ACFX 73793
	ACFX 73794
	ACFX 73795
	ACFX 73796
	ACFX 73797
	ACFX 73798
	ACFX 73799
T	
T	