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October 12, 1994

Mr. Vernon A. Williams
Acting Secretary
Interstate Commerce Commission
Washington, D.C. 20423

7001-D
OCT 12 1994 - 1 45 PM
INTERSTATE COMMERCE COMMISSION

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) copies of a Termination of Security Interest and Release, dated as of October 5, 1994, 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 the Collateral Assignment, dated as of September 22, 1975, and releases the security interest of the Secured Party in the following documents filed with the Commission under the following Recordation Numbers:

Conditional Sale Agreement (Pullman)	Recordation Number 7000
Conditional Sale Agreement (Thrall Car)	Recordation Number 7001
Lease of Railroad Equipment	Recordation Number 7002

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

Secured Party : The First National Bank of Chicago
One First National Plaza
Chicago, Illinois 60670

Mr. Vernon A. Williams
October 12, 1994
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A description of the railroad equipment covered by the enclosed document is attached hereto as Schedule A.

Also enclosed is a check in the amount of \$21.00 payable to the order of the Interstate Commerce Commission 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

**SCHEDULE A
TO
TERMINATION OF SECURITY INTEREST AND RELEASE**

EQUIPMENT DESCRIPTION

CARS MANUFACTURED BY PULLMAN STANDARD:

<i>QUANTITY</i>	<i>DESCRIPTION</i>	<i>ROAD NUMBERS</i>
350	50' Type XM Wide Door Boxcar	RI #'s 62500 through 62849 ROCK #'s 562500 through 562849
500	Type LO covered Hopper Car	RI #'s 132250 through 132749 ROCK #'s 632250 through 632749
100	60' Type XL Boxcar	RI #'s 34500 through 34599 ROCK #'s 534500 through 534599
100	50' Type XL Boxcar	RI #'s 36300 through 36399 ROCK #'s 536300 through 536399

CARS MANUFACTURED BY THRALL MANUFACTURING COMPANY

<i>QUANTITY</i>	<i>DESCRIPTION</i>	<i>ROAD NUMBERS</i>
100	52' Type GB Gondola Cars	RI #'s 180000 through 180099 ROCK #'s 680000 through 680099

**TERMINATION OF SECURITY INTEREST
AND RELEASE**

This Termination of Security Interest and Release, dated as of October 5th 1994, 1994 is made by The First National Bank of Chicago (the "Bank").

1.) Reference is made to the Collateral Assignment which appears in the recordation files of the Interstate Commerce Commission under Recordation Numbers 7000-B.

2.) For value received, the adequacy of which is hereby acknowledged, the Bank hereby releases any and all liens, claims and other encumbrances pursuant to the aforesaid Collateral Assignment with regard to the equipment and documents identified on the attached Schedule A.

IN WITNESS WHEREOF, the Bank has caused this Termination of Security Interest and Release to be duly executed as of the day and year first written above.

The First National Bank of Chicago
By: [Signature]
Title: Vice President

7001-D
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INTERSTATE COMMERCE COMMISSION

STATE OF Ill.
COUNTY OF Cook

On this 5th Oct. day of September, 1994, before me personally appeared Richard A. Peterson, to me personally known, who, being by me duly sworn, says that he is Peterson, of The First National Bank of Chicago and that the seal affixed to said instrument is the corporate seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and said person acknowledged said instrument was the free act and deed of said corporation.

[Signature]
Notary Public
"OFFICIAL SEAL"
L. BLY SCHWENDNER
Notary Public, State of Illinois
My Commission Expires Dec. 16, 1996

**SCHEDULE A
TO
TERMINATION OF SECURITY INTEREST AND RELEASE**

1. Lease Agreement dated March 31, 1973 between North American Car Corporation and Chicago, Rock Island and Pacific Railroad Company providing for the lease of 1200 railroad cars.
2. Conditional Sale Agreement dated March 31, 1973 by and between Thrall Car Manufacturing Company, North American Car Corporation and Chicago, Rock Island and Pacific Railroad Company providing for the purchase of the one hundred (100) railroad cars as identified on page 2 of Schedule A attached hereto.
3. Conditional Sale Agreement dated March 31, 1973 by and between Pullman Incorporated, North American Car Corporation and Chicago, Rock Island and Pacific Railroad Company providing for the purchase of one thousand and fifty (1,050) railroad cars as identified on page 2 of Schedule A attached hereto.

**SCHEDULE A
TO
TERMINATION OF SECURITY INTEREST AND RELEASE**

EQUIPMENT DESCRIPTION

CARS MANUFACTURED BY PULLMAN STANDARD:

<i>QUANTITY</i>	<i>DESCRIPTION</i>	<i>ROAD NUMBERS</i>
350	50' Type XM Wide Door Boxcar	RI #'s 62500 through 62849 ROCK #'s 562500 through 562849
500	Type LO covered Hopper Car	RI #'s 132250 through 132749 ROCK #'s 632250 through 632749
100	60' Type XL Boxcar	RI #'s 34500 through 34599 ROCK #'s 534500 through 534599
100	50' Type XL Boxcar	RI #'s 36300 through 36399 ROCK #'s 536300 through 536399

CARS MANUFACTURED BY THRALL MANUFACTURING COMPANY

<i>QUANTITY</i>	<i>DESCRIPTION</i>	<i>ROAD NUMBERS</i>
100	52' Type GB Gondola Cars	RI #'s 180000 through 180099 ROCK #'s 680000 through 680099