

*Counterparts - Betty Graw*

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
918 SIXTEENTH STREET, N.W.  
SUITE 200  
WASHINGTON, D.C.

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

20006-2973

(202) 393-2266

FAX (202) 393-2156

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JUL 11 1996 1:17 PM

OF COUNSEL  
URBAN A. LESTER

July 11, 1996

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 two (2) copies Complete Termination and Release of Security Interests and Lien, dated July 9, 1996, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to Conditional Sale Agreement previously filed with the Commission under Recordation Number 7001.

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

Secured Party : CoreStates Bank, N.A.  
1339 Chestnut Street  
Philadelphia, Pennsylvania 19101

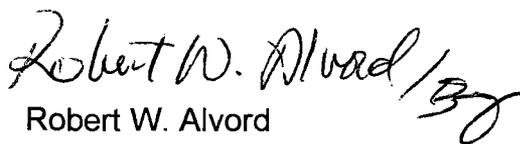
A description of the railroad equipment covered by the enclosed document is identified in the Conditional Sale Agreement previously filed therein.

Mr. Vernon A. Williams  
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Also enclosed is a check in the amount of \$21.00 payable to the order of the Surface Transportation Board 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

7001-1

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COMPLETE TERMINATION AND RELEASE OF SECURITY INTERESTS AND LIEN

The undersigned, CoreStates Bank, N.A. (as successor in interest to The First Pennsylvania Banking and Trust Company), as Agent and Assignee ("Secured Party"), for good and valuable consideration, the receipt and sufficiency of which is acknowledged, terminates, releases and discharges its right, security interest, lien and other interests granted under or with respect to that certain Conditional Sale Agreement dated as of March 31, 1973, among Thrall Car Manufacturing Company, North American Car Corporation and Chicago Rock Island and Pacific Railroad Company, and assigned to the Secured Party by the Agreement and Assignment of the same date, which documents were filed with the Interstate Commerce Commission on April 24, 1973 as Recordation Numbers 7001 and 7001-A (the "Conditional Sale Agreement") in and to all properties, assets and rights of every kind and nature, wherever located, now owned or hereafter acquired or arising, and all proceeds and products thereof, as may have been granted pursuant to the Conditional Sale Agreement, including (without limiting the generality of the foregoing) all rights, interests and liens in and to all railroad equipment referred to therein. Secured Party acknowledges that all obligations under the Conditional Sale Agreement have been satisfied and discharged and that the Conditional Sale Agreement has been terminated.

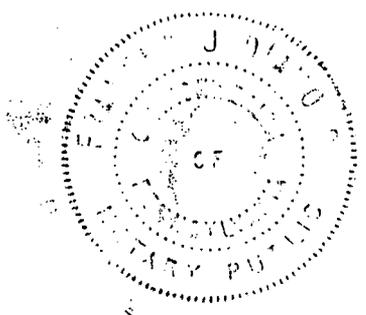
Executed this 9th day of July, 1996.

CORESTATES BANK, N.A.

By: [Signature] J. Bruce Herd Vice President

Commonwealth of Pennsylvania ) ) ss: Philadelphia County )

On this 9th day of July, 1996, before me, a Notary Public, personally appeared J. BRUCE HERD, to me personally known, who being by me duly sworn, says that he is the Vice President of CoreStates Bank, N.A., a national banking association, that the above instrument was signed on behalf of said bank by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.



[Signature] Frances J. Diamond

Notarial Seal Frances J. Diamond, Notary Public Philadelphia, Philadelphia County My Commission Expires April 27, 1998 Member, Pennsylvania Association of Notaries