



**RAILBOX COMPANY**  
101 NORTH WACKER DRIVE  
CHICAGO, ILLINOIS 60606  
(312) 853-3223

THOMAS D. MARION  
TREASURER

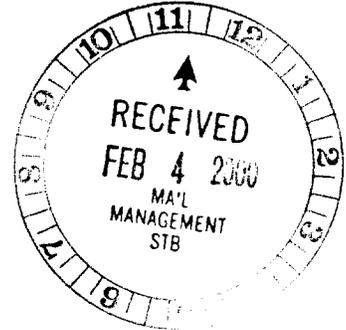
RECORDATION NO. 14474-E FILED

FEB 7 '00 3-58 PM  
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DIRECT LINE (312) 984-3821  
FAX (312) 984-3855

**SURFACE TRANSPORTATION BOARD**

February 1, 2000



Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N. W.  
Washington, DC 20006

Railbox Security Agreement

Dear Mr. Williams:

In accordance with 49 U.S.C. §11301, we submit herewith for recording with the Surface Transportation Board original counterparts of the document described below.

This document is a termination statement and release, a "secondary document", dated December 14, 1999. The primary document to which this is related is the Railbox Security Agreement dated as of January 1, 1984, filed with the Interstate Commerce Commission on November 14, 1984, and assigned recordation number 14474.

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

Debtors

Railbox Company  
101 North Wacker Drive  
Chicago, Illinois 60606

TTX Company (f/k/a Trailer Train Company)  
101 North Wacker Drive  
Chicago, Illinois 60606

Owner Nominee, Agent

Allfirst Bank  
25 South Charles Street  
Baltimore, Maryland 21201

25

Mr. Vernon A. Williams  
February 1, 2000  
Page Two

The recordation fee of \$26.00 is enclosed. After recordation, please return the counterparts not needed by the Board, stamped with the Board's recordation data, to the undersigned at the above address.

A short summary of the document for use in the index follows:

Termination Statement dated December 14, 1999, by Allfirst Bank, as agent and owner nominee, terminating the security interest created by the Railbox Security Agreement dated as of January 1, 1984, among Railbox Company, Trailer Train Company, certain owners therein named, and certain owner-trustees therein named, and releasing the interest of the owners and the owner trustees in the collateral covered thereby.

Please acknowledge receipt on the enclosed copy of this letter.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Thomas J. Marow".

TDM:mkh  
Enclosures

FEB 7 '00 3-58 PM

**SURFACE TRANSPORTATION BOARD**

**OWNER NOMINEE'S TERMINATION STATEMENT**

TERMINATION STATEMENT by ALLFIRST BANK, a Maryland state-chartered commercial bank (hereinafter called the **Owner Nominee**), as agent as set forth below.

WHEREAS the Owner Nominee is acting as agent and Owner Nominee for THE CIT GROUP/EQUIPMENT FINANCING, INC., FIRSTMERIT BANK, N.A., FIRST NATIONAL BANK OF SOUTHWESTERN OHIO, FIRST UNION NATIONAL BANK, METLIFE CAPITAL, LIMITED PARTNERSHIP, and NB5 FINANCIAL SERVICES (each hereinafter called an **Owner**), pursuant to the **Owner Nominee Agreement** (hereinafter so called) dated as of January 1, 1999, entered into by AllFirst Bank under its then name, The First National Bank of Maryland, a division of FMB Bank;

WHEREAS the Owners are successors as owners party to the **Railbox Security Agreement** (hereinafter so called ) dated as of January 1, 1984, among American Rail Box Car Company, Trailer Train Company), each party named as "Owner" thereunder, and each party named as "Owner Trustee" thereunder (hereinafter, together with their successors, called the Owner Trustees);

WHEREAS the Railbox Security Agreement was filed and recorded with the Interstate Commerce Commission on November 14, 1984, and assigned recordation number 14474;

WHEREAS the Railbox Security Agreement has terminated, the Owners, pursuant to the Owner Nominee Agreement and the Termination Agreement dated as of December 1, 1999, among the Owners, the Owner Trustees, the Owner Nominee, TTX Company, and Railbox Company, have authorized and directed the Owner Nominee to execute and deliver this termination statement, and the Owner Trustees have consented thereto.

NOW, THEREFORE, pursuant to such authority, the Owner Nominee has executed and delivered this termination statement to show for the public record the termination of the Railbox Security Agreement and the release of the security interests contemplated thereby.

ALLFIRST BANK, as agent and Owner Nominee

by Robert D. Brown .....

STATE OF MARYLAND            )  
  )  
CITY OF BALTIMORE            )

On this 14<sup>th</sup> day of December, 1999, before me personally appeared Robert D. Brown, to me personally known, who, being by me duly sworn, says that he is a Vice President of Allfirst Bank, that the foregoing instrument was signed on behalf of said bank on such day 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.

Deborah K. Bailey  
Notary Public

[Notarial Seal]

My commission expires 4/13/2002