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A T T O R N E Y S

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September 13, 2000

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

RECORDATION NO. 10398-M FILED  
SEP 13 '00 3-08 PM  
TS  
SURFACE TRANSPORTATION BOARD

Dear Secretary Williams:

I have enclosed two originals and two certified copies of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Discharge and Termination, a secondary document, dated as of September 5, 2000. The primary document to which this is connected is recorded under Recordation No. 10398. We request that one copy of this document be recorded under Recordation No. 10398-~~B~~.

<sup>14 2811</sup>  
The name and address of the party to the Discharge and Termination is:

Trustee:

United States Trust Company of New York  
100 Park Avenue  
New York, NY 10017

A description of the equipment covered by the Discharge and Termination consists of 450 100-ton Steel Covered Hopper Cars numbered GTAX 200001-20409, inclusive, 20411-20425, inclusive, and HONX 1000-1024, inclusive.

BALL JANIK LLP

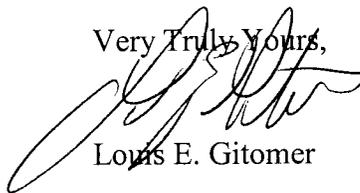
Honorable Vernon A. Williams  
September 13, 2000  
Page 2

A fee of \$ 26.00 is enclosed. Please return two originals and one certified copy to:

Louis E. Gitomer  
Of Counsel  
Ball Janik LLP  
Suite 225  
1455 F Street, N.W.  
Washington, DC 20005

A short summary of the document to appear in the index follows: a Discharge and Termination by United States Trust Company of New York, 100 Park Avenue, New York, NY 10017, covering 450 100-ton Steel Covered Hopper Cars numbered GTAX 200001-20409, inclusive, 20411-20425, inclusive, and HONX 1000-1024, inclusive.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "L. Gitomer", written over the typed name.

Louis E. Gitomer

Enclosures

SEP 13 '00 3-08 PM

DISCHARGE AND TERMINATION

SURFACE TRANSPORTATION BOARD

Reference is hereby made to (1) the certain Trust Indenture (the "Indenture") dated as of October 31, 1978 between First Security Bank, N.A., as successor to First Security Bank of Utah, N.A. ("FSB"), as trustee under a Master Trust Agreement dated as of October 31, 1978 (the "Master Trust") between it and Itel Corporation, Equipment Finance Division ("Itel"), as Owner Trustee, and United States Trust Company of New York ("U.S. Trust"), as trustee, which was recorded at the Interstate Commerce Commission ("ICC") on May 25, 1979 under Recordation Number 10398-A; (2) that certain Supplemental Indenture (the "Supplemental Indenture") dated as June 1, 1979 between FSB, as Owner Trustee, and US Trust, as Trustee, which was recorded at the ICC on August 10, 1979 under Recordation Number 10734-A for 410 100-ton Steel Covered Hopper Cars numbered GTAX 20000-20409, inclusive; and (3) that certain Amendment Agreement (the "Amendment Agreement") dated as of October 15, 1979 among FSB, as Owner Trustee, US Trust, as Trustee, Northwestern National Bank of Minneapolis and Citizens Bank of Willmar, as Beneficiaries, The Prudential Insurance Company of America, Farmers Union Grain Terminal Association ("Farmers Union"), as lessee, and Itel, as Trustor, which was recorded at the ICC on November 5, 1979 under Recordation Number 10734-B for 450 100-ton Steel Covered Hopper Cars numbered GTAX 20000-20409, inclusive, 20411-20425, inclusive, and HONX 1000-1024, inclusive (the "Equipment").

For value received, US Trust hereby terminates, releases and discharges the liens, security interests, mortgages and encumbrances on the Equipment evidenced by the Indenture, the Supplemental Indenture, and the Amendment Agreement.

UNITED STATES TRUST COMPANY OF  
NEW YORK, not personally, but solely as  
trustee

By: [Signature]  
Name: LOUIS P. YOUNG  
Title: VICE PRESIDENT

State of New York )  
 ) ss.  
County of New York )

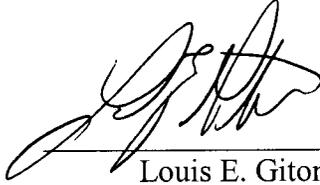
On this 5 day of ~~August~~ <sup>September</sup>, 2000, before me, Christine C. Collins, the undersigned Notary Public, personally appeared Louis P Young personally known to me to be the person who executed the within instrument as Vice President on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

[Signature]  
Notary Public  
My commission expires:

**CHRISTINE C. COLLINS**  
Notary Public, State of New York  
No. 03-4824785  
Qualified in Bronx County  
Certificate Filed in New York County  
Commission Expires March 30, 2002

CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Discharge and Termination dated as of September 5, 2000, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



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Louis E. Gitomer  
September 13, 2000