

RECORDATION NO. 18816-FF FILED

OCT 30 '00 9-07 AM
75
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1600 K STREET, NW
SUITE 200
WASHINGTON, D.C.
20006-2973
—
(202) 393-2266
FAX (202) 393-2156

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

OF COUNSEL
URBAN A. LESTER

October 30, 2000

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 three (3) copies of a Release and Termination of Security Interest, dated as of October 30, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a partial release and relates to the Loan, Chattel Mortgage and Security Agreement previously filed with the Commission under Recordation Number 18816.

The names and addresses of the parties to the enclosed document are:

Debtor:	ACF Industries, Incorporated 620 North Second Street St. Charles, Missouri 63301
Secured Party:	European American Bank 335 Madison Avenue New York, NY 10017

A description of the railroad equipment covered by the enclosed document is

132 railcars within the series SHPX 43382 - SHPX 458715

Mr. Vernon Williams
October 30, 2000
Page Two

A short summary of the document to appear in the index follows:

Release and Termination of Security Interest by the European
American Bank in favor of ACF Industries, Incorporated covering
132 railcars within the series SHPX 43382 - SHPX 458715.

Also enclosed is a check in the amount of \$26.00 payable to the order of the
Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO. 18816-FF FILED

RELEASE AND TERMINATION
OF SECURITY INTEREST

OCT 30 '00 9-07 AM

SURFACE TRANSPORTATION BOARD

WHEREAS, ACF INDUSTRIES, INCORPORATED, a New Jersey corporation (the "Debtor"), and EUROPEAN AMERICAN BANK (the "Secured Party"), entered into that certain Loan, Chattel Mortgage and Security Agreement dated as of May 24, 1994 (as amended and supplemented, the "Security Agreement"), pursuant to which the Debtor assigned, mortgaged, pledged, hypothecated, transferred and set over to the Secured Party and granted the Secured Party a first priority lien on and security interest in all of the Debtor's right, title and interest in and to, among other things, certain railroad cars and related leases, to secure a certain loan (the "Loan") made to the Debtor pursuant to the Security Agreement.

WHEREAS, the Security Agreement was recorded on May 24, 1994 with the Surface Transportation Board, Recordation No. 18816, and with the Registrar General of Canada, Recordation No. 95;

WHEREAS, in connection with the partial repayment of the Loan by the Debtor on the day hereof, the Debtor has requested that the Secured Party release its lien on and its security interest in 132 railcars and leases related thereto and all other property of the Debtor related thereto subject to the lien created by the Security Agreement and the Secured Party has agreed to such release;

NOW, THEREFORE, for good and valuable consideration the Secured Party hereby agrees and covenants as follows:

Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Security Agreement.

The Secured Party hereby releases, and terminates its security interest in, and all of its right, title and interest in and to, the following Collateral:

(i) all railroad tank cars and covered hopper cars described on Schedule I attached hereto (the "Equipment"), together with all accessories, equipment, parts and appurtenances appertaining or attached to the Equipment, and all substitutions, renewals or replacements of and additions, improvements, accessions and accumulations to, or proceeds of, any and all of said Equipment, together with all the records, rents, mileage credits earned, issues, income, profits, avails and other proceeds (including insurance proceeds) therefrom;

(ii) all right, title, interest, claims and demands of the Debtor in, to and under each and every lease (whether or not such lease is in writing or is for a term certain, including, without limitation, per diem leases) entered into relating to the Equipment (each such lease being an "Equipment Lease"), including any extensions of the term of every Equipment

Lease, all of Debtor's rights under any Equipment Lease to make determinations, to exercise any election (including, but not limited to, election of remedies) or option or to give or receive any notice, consent, waiver or approval together with full power and authority with respect to any Equipment Lease to demand, receive, enforce, collect or give receipt for any of the foregoing rights or any property which is the subject of any of the Equipment Leases, to enforce or execute any checks, or other instruments or orders, to file any claims and to take any action which may be necessary or advisable in connection with any of the foregoing insofar as such rights relate to the Equipment which is subject to such Equipment Leases, all records related to the Equipment Leases, whether as contractual obligations, damages, casualty payments, insurance proceeds or otherwise to the extent such payments are derived from the Equipment, including any mileage credits associated therewith;

(iii) all documents evidencing, and all books and records relating to, the foregoing (including but not limited to, all computer programs, data, disks, tapes, media and printouts where the foregoing is stored or embodied, wherever located);

(iv) all cash and non-cash proceeds of the foregoing, all proceeds from insurance on any of the foregoing, all additions and accessions to and replacements and substitutions for any of the foregoing, everything that has become (or is held for the purpose of being) affixed to or installed in any of the foregoing, and all products, income and profits of or from the foregoing; and

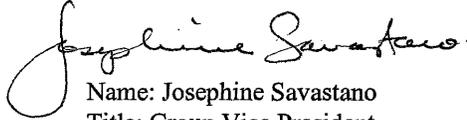
(v) all products and proceeds of any of the foregoing.

Schedule A to the Security Agreement shall be amended further by deleting therefrom the Equipment and the Equipment Leases described on Schedule I hereto. Schedule I hereto shall be deemed to be a deletion from, and the Equipment and the Equipment Leases described thereon shall cease to be a part of Schedule A to the Security Agreement. Each reference to "Schedule A" in the Security Agreement, and each reference to "Schedule A to the Security Agreement" in the Loan Agreement or any other Loan documents, shall be deemed to be a reference to Schedule A as amended by Schedule I hereto, and each reference to "Equipment" or "Equipment Leases" in the Loan Agreement or any other Loan documents shall no longer include a reference to the equipment described on Schedule I hereto. Each reference to the "Security Agreement" and "this Agreement" in the Security Agreement, and each reference to the "Security Agreement" in the Loan Agreement and each of the other Loan documents, shall be deemed to be a reference to the Security Agreement as amended and supplemented by this release.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned has caused this release to be duly executed as of the 30th day of October, 2000.

EUROPEAN AMERICAN BANK

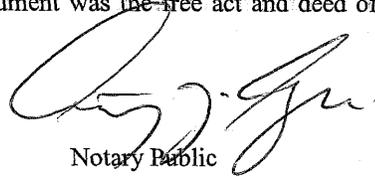


By:

Name: Josephine Savastano
Title: Group Vice President

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

On this 26th day of October, 2000, before me personally appeared Josephine Savastano to me known, who being by me duly sworn, says that she resides at Queens County, New York and is Group Vice President of European American Bank; that said instrument was signed on behalf of said corporation on the date hereof by authority of its Board of Directors; and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

Anthony J. Cangelosi
Notary Public, State of New York
No. 01CA052210
Qualified in Richmond County
Commission Expires January 31, 2001

Lessee Code	Lessee	Contract	Rptg Mark	Car Number
120	CORN PRODUCTS INTERNATI	7517	SHPX	203380
120	CORN PRODUCTS INTERNATI	7517	SHPX	203381
120	CORN PRODUCTS INTERNATI	7517	SHPX	203382
120	CORN PRODUCTS INTERNATI	7517	SHPX	203383
120	CORN PRODUCTS INTERNATI	7517	SHPX	203384
120	CORN PRODUCTS INTERNATI	7517	SHPX	203385
120	CORN PRODUCTS INTERNATI	7517	SHPX	203386
120	CORN PRODUCTS INTERNATI	7517	SHPX	203387
120	CORN PRODUCTS INTERNATI	7517	SHPX	203388
120	CORN PRODUCTS INTERNATI	7517	SHPX	203389
120	CORN PRODUCTS INTERNATI	7517	SHPX	203390
120	CORN PRODUCTS INTERNATI	7517	SHPX	203391
120	CORN PRODUCTS INTERNATI	7517	SHPX	203392
120	CORN PRODUCTS INTERNATI	7517	SHPX	203393
120	CORN PRODUCTS INTERNATI	7517	SHPX	203394
120	CORN PRODUCTS INTERNATI	7517	SHPX	203395
120	CORN PRODUCTS INTERNATI	7517	SHPX	203396
120	CORN PRODUCTS INTERNATI	7517	SHPX	203397
120	CORN PRODUCTS INTERNATI	7517	SHPX	203398
120	CORN PRODUCTS INTERNATI	7517	SHPX	203399
120	CORN PRODUCTS INTERNATI	7517	SHPX	203400
120	CORN PRODUCTS INTERNATI	7517	SHPX	203401
120	CORN PRODUCTS INTERNATI	7517	SHPX	203402
120	CORN PRODUCTS INTERNATI	7517	SHPX	203403
120	CORN PRODUCTS INTERNATI	7517	SHPX	203404
120	CORN PRODUCTS INTERNATI	7517	SHPX	203405
120	CORN PRODUCTS INTERNATI	7517	SHPX	203406
120	CORN PRODUCTS INTERNATI	7517	SHPX	203407
120	CORN PRODUCTS INTERNATI	7517	SHPX	203408
120	CORN PRODUCTS INTERNATI	7517	SHPX	203409
120	CORN PRODUCTS INTERNATI	7517	SHPX	203410
120	CORN PRODUCTS INTERNATI	7517	SHPX	203411
120	CORN PRODUCTS INTERNATI	7517	SHPX	203412
120	CORN PRODUCTS INTERNATI	7517	SHPX	203413
120	CORN PRODUCTS INTERNATI	7517	SHPX	203414
120	CORN PRODUCTS INTERNATI	7517	SHPX	203415
120	CORN PRODUCTS INTERNATI	7517	SHPX	203416
120	CORN PRODUCTS INTERNATI	7517	SHPX	203417
120	CORN PRODUCTS INTERNATI	7517	SHPX	203418
120	CORN PRODUCTS INTERNATI	7517	SHPX	203419
120	CORN PRODUCTS INTERNATI	7517	SHPX	203420
120	CORN PRODUCTS INTERNATI	7517	SHPX	203421
120	CORN PRODUCTS INTERNATI	7517	SHPX	203422
120	CORN PRODUCTS INTERNATI	7517	SHPX	203423
120	CORN PRODUCTS INTERNATI	7517	SHPX	203424
120	CORN PRODUCTS INTERNATI	7517	SHPX	203425
120	CORN PRODUCTS INTERNATI	7517	SHPX	203426
120	CORN PRODUCTS INTERNATI	7517	SHPX	203427
120	CORN PRODUCTS INTERNATI	7517	SHPX	203428
120	CORN PRODUCTS INTERNATI	7517	SHPX	203429

Lessee Code	Lessee	Contract	Rptg Mark	Car Number
120	CORN PRODUCTS INTERNATI	7517	SHPX	203430
120	CORN PRODUCTS INTERNATI	7517	SHPX	203431
120	CORN PRODUCTS INTERNATI	7517	SHPX	203432
120	CORN PRODUCTS INTERNATI	7517	SHPX	203433
120	CORN PRODUCTS INTERNATI	7517	SHPX	203434
120	CORN PRODUCTS INTERNATI	7517	SHPX	203435
120	CORN PRODUCTS INTERNATI	7517	SHPX	203436
120	CORN PRODUCTS INTERNATI	7517	SHPX	203437
120	CORN PRODUCTS INTERNATI	7517	SHPX	203438
120	CORN PRODUCTS INTERNATI	7517	SHPX	203439
153	BASF CORPORATION CHEMIC	71140067	SHPX	458711
153	BASF CORPORATION CHEMIC	71140067	SHPX	458715
168	ENGELHARD CORPORATION	77300074	SHPX	220926
168	ENGELHARD CORPORATION	77300074	SHPX	220928
211	AKZO NOBEL CHEMICALS IN	45100063	SHPX	220894
211	AKZO NOBEL CHEMICALS IN	45100063	SHPX	220895
211	AKZO NOBEL CHEMICALS IN	45100063	SHPX	220896
211	AKZO NOBEL CHEMICALS IN	45100063	SHPX	220897
211	AKZO NOBEL CHEMICALS IN	45100063	SHPX	220898
211	AKZO NOBEL CHEMICALS IN	45100063	SHPX	220899
211	AKZO NOBEL CHEMICALS IN	45100063	SHPX	220900
211	AKZO NOBEL CHEMICALS IN	45100064	SHPX	203464
211	AKZO NOBEL CHEMICALS IN	45100064	SHPX	203466
211	AKZO NOBEL CHEMICALS IN	45100064	SHPX	203467
211	AKZO NOBEL CHEMICALS IN	45100064	SHPX	203468
211	AKZO NOBEL CHEMICALS IN	45100064	SHPX	203469
211	AKZO NOBEL CHEMICALS IN	45100064	SHPX	203470
211	AKZO NOBEL CHEMICALS IN	45100064	SHPX	203471
211	AKZO NOBEL CHEMICALS IN	45100064	SHPX	203472
211	AKZO NOBEL CHEMICALS IN	45100064	SHPX	203473
211	AKZO NOBEL CHEMICALS IN	45100064	SHPX	203474
211	AKZO NOBEL CHEMICALS IN	45100064	SHPX	203475
211	AKZO NOBEL CHEMICALS IN	45100064	SHPX	203476
211	AKZO NOBEL CHEMICALS IN	45100064	SHPX	203477
211	AKZO NOBEL CHEMICALS IN	45100064	SHPX	203478
230	GRAIN PROCESSING CORP	3466	SHPX	43404
230	GRAIN PROCESSING CORP	4322	SHPX	43405
230	GRAIN PROCESSING CORP	4322	SHPX	43406
230	GRAIN PROCESSING CORP	4322	SHPX	43407
230	GRAIN PROCESSING CORP	4322	SHPX	43408
230	GRAIN PROCESSING CORP	5390	SHPX	43409
230	GRAIN PROCESSING CORP	5390	SHPX	43410
230	GRAIN PROCESSING CORP	5390	SHPX	43411
230	GRAIN PROCESSING CORP	5390	SHPX	43412
230	GRAIN PROCESSING CORP	5390	SHPX	43413
230	GRAIN PROCESSING CORP	5390	SHPX	43414
230	GRAIN PROCESSING CORP	5390	SHPX	43415
230	GRAIN PROCESSING CORP	5390	SHPX	43416
230	GRAIN PROCESSING CORP	5390	SHPX	43417
230	GRAIN PROCESSING CORP	5390	SHPX	43418

Lessee Code	Lessee	Contract	Rptg Mark	Car Number
586	THIELE KAOLIN COMPANY	7489	SHPX	203173
586	THIELE KAOLIN COMPANY	7489	SHPX	203174
586	THIELE KAOLIN COMPANY	7489	SHPX	203175
586	THIELE KAOLIN COMPANY	7489	SHPX	203176
586	THIELE KAOLIN COMPANY	7489	SHPX	203177
586	THIELE KAOLIN COMPANY	7489	SHPX	203178
586	THIELE KAOLIN COMPANY	7489	SHPX	203179
586	THIELE KAOLIN COMPANY	7489	SHPX	203180
586	THIELE KAOLIN COMPANY	7489	SHPX	203181
586	THIELE KAOLIN COMPANY	7489	SHPX	203182
586	THIELE KAOLIN COMPANY	7489	SHPX	203183
586	THIELE KAOLIN COMPANY	7489	SHPX	203184
586	THIELE KAOLIN COMPANY	7489	SHPX	203185
1219	BARRETTS MINERALS INC.	73880011	SHPX	43382
1219	BARRETTS MINERALS INC.	73880011	SHPX	43383
1219	BARRETTS MINERALS INC.	73880011	SHPX	43386
1219	BARRETTS MINERALS INC.	73880011	SHPX	43387
1219	BARRETTS MINERALS INC.	73880011	SHPX	43388
1219	BARRETTS MINERALS INC.	73880011	SHPX	43392
1219	BARRETTS MINERALS INC.	73880011	SHPX	43393
1219	BARRETTS MINERALS INC.	73880011	SHPX	43395
1219	BARRETTS MINERALS INC.	73880011	SHPX	43396
1219	BARRETTS MINERALS INC.	73880011	SHPX	43399
1503	PCI CHEMICALS CANADA INC	52920029	SHPX	240385
1503	PCI CHEMICALS CANADA INC	52920029	SHPX	240390
1503	PCI CHEMICALS CANADA INC	52920029	SHPX	240391
1503	PCI CHEMICALS CANADA INC	52920029	SHPX	240392
1503	PCI CHEMICALS CANADA INC	52920029	SHPX	240393
1503	PCI CHEMICALS CANADA INC	52920029	SHPX	240394
1503	PCI CHEMICALS CANADA INC	52920029	SHPX	240395
1503	PCI CHEMICALS CANADA INC	52920029	SHPX	240396
1503	PCI CHEMICALS CANADA INC	52920029	SHPX	240397

132 Cars