

**OSTER
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RECORDATION NO. 11951-F FILED

December 19, 2002

DEC 20 '02 11-08 AM

SURFACE TRANSPORTATION BOARD

Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 2042

Dear Sir:

Enclosed for recording with the Surface Transportation Board is a Complete Termination and Release of Security Interests dated 12/16/02 involving the following parties and equipment:

Lessor: Fleet Capital Corporation
15 Westminister Street
Providence, RI 02903

Lessee: MHC, Inc.
One ConAgra Drive
Omaha, NE 68102

Agent/Assignee: LaSalle National Bank, N.A.
135 South LaSalle Street
Chicago, IL 60603

Equipment: Attached hereto.

Please record this agreement as a secondary supplement to STB Recordation #11951. The filing fee of \$30 is enclosed.

Summary: Complete Termination and Release of Security Interests dated 12/16/02 between Fleet Capital Corporation, MHC, Inc. and LaSalle National Bank, N.A. including covered hoppers attached hereto.

Sincerely,



Mary Ann Oster
Research Consultant

Enclosures

**COMPLETE TERMINATION AND RELEASE
OF SECURITY INTERESTS**

RECORDATION NO. 11951-F FILE

DEC 20 '02 11-08 AM

WITNESSETH

SURFACE TRANSPORTATION BOARD

WHEREAS, by Conditional Sale Agreement, dated as of April 1, 1980 (the "CSA"), Pullman Corporation (Pullman Standard Division) ("Pullman") and North American Car Corporation ("NACC") agreed to construct and sell to Chemical Bank ("Chemical"), three hundred railcars with CAGX and MILW reporting marks and road numbers 700 through 999 described in Schedule A attached hereto (the "Equipment");

WHEREAS, by Agreement and Assignment, also dated as of April 1, 1980 (the "Agreement"), Pullman and NACC assigned their interests in the CSA to LaSalle National Bank ("LaSalle"), as Agent on behalf of certain institutional investors;

WHEREAS, by Lease of Railroad Equipment, also dated as of April 1, 1980 (the "Lease"), Chemical leased the Equipment to MHC, Inc. ("MHC");

WHEREAS, by Assignment of Lease and Agreement, also dated as of April 1, 1980 (the "Assignment"), Chemical assigned the Lease to LaSalle;

WHEREAS the CSA, the Agreement, the Lease and the Assignment were each duly filed and recorded with the Interstate Commerce Commission on June 30, 1980 at 12:10 p.m. and were assigned Recordation Number 11951 11951-A, 11951-B and 11951-C;

WHEREAS, by Assignment and Assumption Agreement, dated as of December 21, 1995, Chemical assigned all of its interests to BancBoston Leasing, Inc. ("BancBoston");

WHEREAS the Assignment and Assumption Agreement, was duly filed and recorded with the Interstate Commerce Commission on December 21, 1995 at 10:40 a.m. and was assigned Recordation Number 11951-D;

WHEREAS, Fleet Capital Corporation ("Fleet") has succeeded to the interests of BancBoston;

WHEREAS, this Instrument is executed to evidence for the public record the satisfaction and release of all the rights and obligations of the parties under the CSA, the Agreement and the Assignment;

NOW THEREFORE, in consideration of the premises, LaSalle, as Agent, does hereby acknowledge and confirm: (i) the full and complete satisfaction of all obligations under the CSA, the Agreement, the Lease and the Assignment (ii) the release of all rights, obligations, and security interests in the Equipment, whether arising under the CSA, the Agreement and the Assignment, or any other instruments executed pursuant thereto; and (iii) the reassignment to Fleet of all of the rights, title and interests of Agent in the Equipment;

This instrument is to be filed and recorded with the Surface Transportation Board pursuant to the provisions of 49 U.S.C. Section 11301.

IN WITNESS WHEREOF, LaSalle, as Agent, has executed this Instrument as of the 18th day of December, 2002.

LASALLE BANK NATIONAL ASSOCIATION
(f/k/a LASALLE NATIONAL BANK), as Agent

By: [Signature]
Name: John Porter
Title: Vice President

STATE OF ILLINOIS)
) ss:
COUNTY OF Cook)

I, the undersigned, a Notary Public in and for the said County, in the State aforesaid, do hereby certify that John Porter, as Vice President of LASALLE BANK NATIONAL ASSOCIATION, who is personally known to me to be the same person whose name is subscribed to the foregoing instrument appeared before me this day in person and acknowledged that he/she signed and delivered the said instrument as his/her own free and voluntary act and as the free and voluntary act and deed of said association, for the use and purpose therein set forth.

GIVEN under my hand and notarial seal this 18th day of December, 2002

[Signature]
NOTARY PUBLIC



My commission expires: 2/22/05

SCHEDULE A
TO COMPLETE TERMINATION AND RELEASE OF SECURITY INTEREST

Type	AAR Mechanical Designation	Builder's Specifi- cations	Builder's Plant	Quantity	Lessee's Identification Numbers (Both Inclusive)	Estimated Unit Base Price	Estimated Total Base Price	Estimated Time and Place of Delivery
100-Tbn 4,750 cubic foot Covered Hopper Cars	LO	1072	Butler, Pennsylvania	300	CAGX 700- CAGX 999	\$47,372	\$14,211,600	June 1980 at Butler, Pennsylvania

SCHEDULE A
 TO COMPLETE TERMINATION AND RELEASE OF SECURITY INTERESTS

CAR NUMBER	ST						
WELW 000926	MN	WELW 000947	IL	WELW 000980	CR	WSOR 710000	OK
WSOR 710001	WI	WSOR 710002	WI	WSOR 710003	OK	WSOR 710004	WI
WSOR 710005	WI	WSOR 710006	WI	WSOR 710007	IL	WSOR 710008	WI
WSOR 710009	TX	WSOR 710010	WI	WSOR 710011	IL	WSOR 710012	WI
WSOR 710013	WI	WSOR 710014	WI	WSOR 710015	WI	WSOR 710016	WI
WSOR 710017	IL	WSOR 710018	OK	WSOR 710019	WI	WSOR 710020	WI
WSOR 710021	WI	WSOR 710022	WI	WSOR 710023	OK	WSOR 710024	TX
WSOR 710025	IL	WSOR 710026	WI	WSOR 710027	IL	WSOR 710028	CO
WSOR 710029	WI	WSOR 710030	WI	WSOR 710031	WI	WSOR 710032	IL
WSOR 710033	CO	WSOR 710034	WI	WSOR 710035	IL	WSOR 710036	WI
WSOR 710037	WI	WSOR 710038	WI	WSOR 710039	IL	WSOR 710040	IL
WSOR 710041	WI	WSOR 710042	CO	WSOR 710043	WI	WSOR 710044	WI
WSOR 710045	OK	WSOR 710046	IL	WSOR 710047	OK	WSOR 710048	OK
WSOR 710049	TX	WSOR 710051	WI	WSOR 710052	TX	WSOR 710053	WI
WSOR 710054	WI	WSOR 710055	CO	WSOR 710056	WI	WSOR 710057	WI
WSOR 710058	WI	WSOR 710059	WI	WSOR 710060	IL	WSOR 710061	OK
WSOR 710062	WI	WSOR 710063	OK	WSOR 710064	IL	WSOR 710065	WI
WSOR 710066	TX	WSOR 710067	OK	WSOR 710069	WI	WSOR 710070	TX
WSOR 710071	WI	WSOR 710072	WI	WSOR 710073	OK	WSOR 710074	WI
WSOR 710075	TX	WSOR 710076	WI				

TOTAL CARS IN RIDER.... 282