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June 9, 2004

RECORDATION NO. 13383-A FILED

JUN 23 '04 2-53 PM

SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, D.C. 20423-001

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two (2) originals of the Security Agreement-Trust Deed Release dated July 1, 2002 between the following two parties:

Debtor: Banc One Arizona Leasing Corporation
(f/k/a Valley Bank Leasing, Inc.)
c/o Banc One Capital Corporation
55 West Monroe Street, 17th Floor
Chicago, Illinois 60670-0502

Secured Party: LaSalle Bank National Association
(f/k/a LaSalle National Bank)
135 South LaSalle Street
Chicago, Illinois 60690

The enclosed document relates to the Security Agreement-Trust Deed dated as of February 15, 1981 between the Debtor and the Secured Party which was duly recorded with the Surface Transportation Board (as successor to the Interstate Commerce Commission) on December 23, 1981 under Recordation Number 13383.

A description of the equipment covered by the enclosed document is as follows:

<u>Number of Items</u>	<u>Description</u>	<u>Identifying Mark and Numbers (both inclusive)</u>
44	Size 5701-C PVC hopper railroad cars built by ACF Industries, Incorporated	BFGX 1161 through BFGX 1204

A check for the \$30 filing fee is enclosed. Please return the original to my attention.

Continuing our letter of June 9, 2004

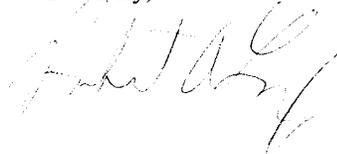
Sheet no. 2

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

Security Agreement-Trust Deed Release dated July 1, 2002 between Banc One Arizona Leasing Corporation (f/k/a Valley Bank Leasing, Inc.), as Debtor, and LaSalle Bank National Association (f/k/a LaSalle National Bank), as Secured Party, covering (1) 44 size 5701-C PVC hopper railroad cars built by ACF Industries, Incorporated and bearing the identifying mark and numbers TGCX 1161 through TGCX 1204 (both inclusive), and (2) the Equipment Lease dated as of February 15, 1981 between the Debtor and The B.F. Goodrich Company, as Lessee.

If you have any questions or need further information, please contact me at 312-732-6911.

Sincerely,

A handwritten signature in black ink, appearing to be "Robert A. [unclear]", written in a cursive style.

JUN 23 '04 2-53 PM

SECURITY AGREEMENT-TRUST DEED RELEASE

SURFACE TRANSPORTATION BOARD

SECURITY AGREEMENT-TRUST DEED RELEASE (this "Release") made as of July 1, 2002 in favor of Banc One Arizona Leasing Corporation, an Arizona corporation formerly known as Valley Bank Leasing, Inc. (the "Debtor"), by LaSalle National Bank (the "Secured Party"). Capitalized terms used herein and not otherwise defined shall have the meanings set forth in the Security Agreement-Trust Deed dated as of February 15, 1981 between the Debtor and the Secured Party (as amended, supplemented or otherwise modified through the date hereof, the "Security Agreement").

WHEREAS, the Security Agreement was duly filed for recordation with the Interstate Commerce Commission on December 23, 1981 under Recordation Number 13383;

WHEREAS, pursuant to the Security Agreement, the Debtor granted a security interest in certain of the Debtor's right, title and interest in and to the Equipment and the Lease and certain payments and other amounts received thereunder, as security for, among other things, the Debtor's obligations under the Notes;

WHEREAS, all indebtedness secured by the Security Agreement has been fully paid; and

WHEREAS, pursuant to Section 8.13 of the Security Agreement, in the event that all indebtedness secured by the Security Agreement has been fully paid, the Secured Party shall release the Security Agreement and the security interests granted thereby.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Secured Party hereby agrees as follows:

1. Release of Equipment. The Secured Party hereby agrees and confirms that all of the security interests granted by the Security Agreement with respect to the Items of Equipment described below are hereby released and discharged:

<u>Number of Items</u>	<u>Description</u>	<u>Identifying Mark and Numbers (both inclusive)</u>
44	Size 5701-C PVC hopper railroad cars built by ACF Industries, Incorporated	BFGX 1161 through BFGX 1204, both inclusive

2. Release of Lease and other Rental Collateral. The Secured Party hereby agrees and confirms that all of the security interests granted by the Security Agreement with respect to the Lease and the other Rental Collateral referred to in Section 1.2 of the Security Agreement are hereby released and discharged.

3. Successors and Assigns. This Release shall be binding upon and inure to the benefit of each of the parties hereto and their respective successors and assigns.

4. Governing Law. THIS RELEASE SHALL BE CONSTRUED IN ACCORDANCE WITH AND GOVERNED BY THE LAWS OF THE STATE OF ILLINOIS.

IN WITNESS WHEREOF, the Secured Party has caused this Security Agreement-Trust Deed Release to be duly executed by its duly authorized officer, all as of the day and year first written above.

LASALLE BANK NATIONAL
ASSOCIATION (f/k/a LASALLE
NATIONAL BANK)

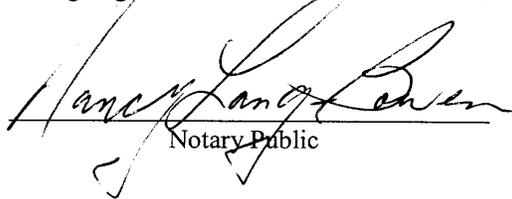
By: 

Title: Vice President

STATE OF ILLINOIS)
) SS.:
COUNTY OF COOK)

On this 26th day of May, 2004, before me personally appeared ERIK R. BENSON, to me personally known, who being duly sworn, says that her/she is a Vice President of LaSalle Bank National Association, that the foregoing instrument was signed on behalf of said national bank by authority of its Board of Directors; and he/she acknowledged that the execution and of the foregoing instrument was the free act and deed of said national bank.

My commission expires: 9/22/05


Notary Public

