

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
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

November 10, 1999

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

RECORDATION NO. 22199-A FILED

NOV 10 '99 12-00PM

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Release and Termination of Security Interest, dated as of November 10, 1999, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement previously filed with the Board under Recordation Number 22199.

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

Debtor: ACF Acceptance I LLC
c/o ACF Industries, Incorporated
620 North Second Street
St. Charles, Missouri 63301

Secured Party: Mercantile Bank National Association
One Mercantile Center
St. Louis, Missouri 63101

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

set forth on Schedule A attached to the Release

Mr. Vernon A. Williams
November 10, 1999
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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,

A handwritten signature in cursive script, appearing to read "Robert W. Alvord".

Robert W. Alvord

RWA/bg
Enclosures

RELEASE AND TERMINATION
OF SECURITY INTEREST

RECORDATION NO.

22199-A
FILED

NOV 10 '99

12-00PM

WHEREAS, ACF Acceptance I LLC, a Delaware limited liability company (the "Debtor"), and Mercantile Bank National Association (the "Secured Party"), entered into a certain Security Agreement dated as of June 18, 1999 (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 made to the Debtor pursuant to the Revolving Credit Agreement dated as of June 18, 1999 (the "Original Loan Agreement"), between the Debtor and the Secured Party;

WHEREAS, the Security Agreement was recorded on June 18, 1999 with the Surface Transportation Board, Recordation No. 22199, and with the Registrar General of Canada, Recordation No. 11730;

WHEREAS, in connection with the refinancing of the loan made to the Debtor under the Original Loan Agreement pursuant to the Amended and Restated Credit Agreement dated as of November 10, 1999, among the Debtor, the banks listed on the signature pages thereof, and the Secured Party, as Agent, the Debtor has requested that the Secured Party release its lien on and its security interest in all of the railcars and leases related thereto and all other property of the Debtor 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 Collateral, including, without limitation:

(ii) all railroad tank cars and covered hopper cars described on Schedule A 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 Collateral (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.

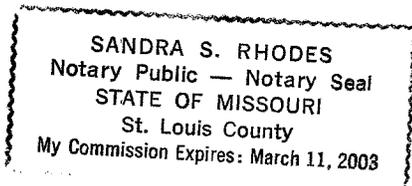
IN WITNESS WHEREOF, the undersigned has caused this Release to be duly executed this 10th day of November, 1999.

**MERCANTILE BANK NATIONAL
ASSOCIATION**

By: Timothy W. Hassler
Name: Timothy W. Hassler
Title: VP

STATE OF Missouri)
City) ss.:
COUNTY OF St. Louis)

On this 10th day of November, 1999, before me personally appeared Timothy W. Hassler, to me known, who being by me duly sworn, says that (s)he resides at St. Louis County, MO and is Vice-Pres. of Mercantile Bank National Association; that said instrument was signed on behalf of said corporation on the date hereof by authority of its Board of Directors; and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Sandra S. Rhodes
Notary Public

SCHEDULE A

Lessee	Contract	Rptg Mark	Car Number
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887481
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887482
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887483
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887484
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887485
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887486
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887487
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887488
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887489
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887490
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887491
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887492
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887493
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887494
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887495
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887496
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887497
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887498
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887499
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887500
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887501
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887502
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887503
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887504
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887505
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887506
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887507
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887508
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887509
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887510
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887511
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887512
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887513
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887514
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887515
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887516
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887517
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887518
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887519
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887520
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887521
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887522
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887523
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887524
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887525
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887526
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887527
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887528
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887529
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887530
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887531

Lessee	Contract	Rptg Mark	Car Number
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887532
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887533
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887534
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887535
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887536
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887537
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887538
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887539
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887540
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887541
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887542
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887543
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887544
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887545
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EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887547
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887548
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887549
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887550
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887551
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887552
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887553
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EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887555
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EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887558
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887559
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887560
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EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887562
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EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887579
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887580
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887581
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887582

Lessee	Contract	Rptg Mark	Car Number
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887583
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887584
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887585
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887586
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EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887589
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EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887591
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887592
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887593
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EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887602
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887603
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EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887679
EXXON CHEMICAL AMERICAS	Dated November 24, 1998	ECUX	887680

200 Cars