

RECORDATION NO. 18816-HH FILED

DEC 22 '00 12-08 PM
Ts
SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

December 22, 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 December 22, 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

298 railcars within the series SHPX 43385 - SHPX 463840

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Mr. Vernon Williams
December 22, 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 298 railcars within the series SHPX 43385 - SHPX 463840.

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-HH FILED

RELEASE AND TERMINATION
OF SECURITY INTEREST

DEC 22 '00 12-08 PM

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 298 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

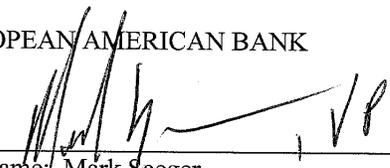
(v) all products and proceeds of any of the foregoing.

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 22nd day of December, 2000.

EUROPEAN AMERICAN BANK

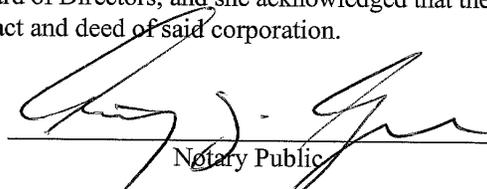
By: 

Name: Mark Saeger

Title: Vice President

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

On this 20th day of December, 2000, before me personally appeared Mark Saeger to me known, who being by me duly sworn, says that she resides at New York county , New York and is 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. 01CA0552210
Qualified In Richmond County
Commission Expires January 31, 2002

Schedule I

Lessee	Contract	Rptg Mark	Car Number
PREMCO REFINING GROUP	7525	SHPX	220901
PREMCO REFINING GROUP	7525	SHPX	220909
PREMCO REFINING GROUP	7525	SHPX	220913
PREMCO REFINING GROUP	7525	SHPX	220915
PREMCO REFINING GROUP	7525	SHPX	220919
PREMCO REFINING GROUP	7525	SHPX	220920
PREMCO REFINING GROUP	7525	SHPX	220921
PREMCO REFINING GROUP	7525	SHPX	220923
PREMCO REFINING GROUP	7525	SHPX	220924
PREMCO REFINING GROUP	7525	SHPX	220925
CYRO INDUSTRIES	75290001	SHPX	203522
CYRO INDUSTRIES	75290001	SHPX	203523
CYRO INDUSTRIES	75290001	SHPX	203524
CYRO INDUSTRIES	75290001	SHPX	203525
CYRO INDUSTRIES	75290001	SHPX	203526
CYRO INDUSTRIES	75290001	SHPX	203527
CYRO INDUSTRIES	75290001	SHPX	203528
CYRO INDUSTRIES	75290001	SHPX	203529
CYRO INDUSTRIES	75290001	SHPX	203530
CYRO INDUSTRIES	75290001	SHPX	203531
CYRO INDUSTRIES	75290001	SHPX	203532
CYRO INDUSTRIES	75290001	SHPX	203533
CYRO INDUSTRIES	75290001	SHPX	203535
CYRO INDUSTRIES	75290001	SHPX	203536
CYRO INDUSTRIES	75290001	SHPX	203537
CYRO INDUSTRIES	75290001	SHPX	203538
CYRO INDUSTRIES	75290001	SHPX	203539
CYRO INDUSTRIES	75290001	SHPX	203540
CYRO INDUSTRIES	75290001	SHPX	203541
CYRO INDUSTRIES	75290001	SHPX	203542
CYRO INDUSTRIES	75290001	SHPX	203543
CYRO INDUSTRIES	75290001	SHPX	203544
CYRO INDUSTRIES	75290001	SHPX	203545
CYRO INDUSTRIES	75290001	SHPX	203546
CYRO INDUSTRIES	75290001	SHPX	203547
CYRO INDUSTRIES	75290001	SHPX	203548
CYRO INDUSTRIES	75290001	SHPX	203549
CYRO INDUSTRIES	75290001	SHPX	203550
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CYRO INDUSTRIES	75290001	SHPX	203555
CYRO INDUSTRIES	75290001	SHPX	203556
CYRO INDUSTRIES	75290001	SHPX	203557
CYRO INDUSTRIES	75290001	SHPX	203558
CYRO INDUSTRIES	75290001	SHPX	203559
BASF CORPORATION	71140068	SHPX	458773
BASF CORPORATION	71140068	SHPX	458775
BASF CORPORATION	71140068	SHPX	458782
BASF CORPORATION	71140068	SHPX	458785
BASF CORPORATION	71140068	SHPX	458788

Lessee	Contract	Rptg Mark	Car Number
BASF CORPORATION	71140068	SHPX	458789
BASF CORPORATION	71140068	SHPX	458792
BASF CORPORATION	71140068	SHPX	458793
BASF CORPORATION	71140068	SHPX	458796
BASF CORPORATION	71140068	SHPX	458797
BASF CORPORATION	71140068	SHPX	458798
BASF CORPORATION	71140068	SHPX	458801
BASF CORPORATION	71140068	SHPX	458802
BASF CORPORATION	71140068	SHPX	458803
BASF CORPORATION	71140068	SHPX	458804
BASF CORPORATION	71140068	SHPX	458805
BASF CORPORATION	71140068	SHPX	458806
BASF CORPORATION	71140068	SHPX	458809
BASF CORPORATION	71140068	SHPX	458810
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BASF CORPORATION	71140068	SHPX	458814
BASF CORPORATION	71140068	SHPX	458816
BASF CORPORATION	71140068	SHPX	458817
BASF CORPORATION	71140068	SHPX	458818
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BASF CORPORATION	71140068	SHPX	458821
BASF CORPORATION	71140068	SHPX	458822
BASF CORPORATION	71140068	SHPX	458823
BASF CORPORATION	71140068	SHPX	458825
BASF CORPORATION	71140068	SHPX	458826
BASF CORPORATION	71140068	SHPX	458828
BASF CORPORATION	71140068	SHPX	458829
BASF CORPORATION	71140068	SHPX	458830
BASF CORPORATION	71140068	SHPX	458832
BASF CORPORATION	71140068	SHPX	458835
BASF CORPORATION	71140068	SHPX	458836
BASF CORPORATION	71140068	SHPX	458837
BASF CORPORATION	71140068	SHPX	458838
BASF CORPORATION	71140068	SHPX	458839
BASF CORPORATION	71140068	SHPX	458842
BASF CORPORATION	71140068	SHPX	458843
BASF CORPORATION	71140068	SHPX	458845
BASF CORPORATION	71140068	SHPX	458846
BASF CORPORATION	71140068	SHPX	458849
BASF CORPORATION	71140068	SHPX	458851
BASF CORPORATION	71140068	SHPX	458853
BASF CORPORATION	71140068	SHPX	458854
BASF CORPORATION	71140068	SHPX	458856
BASF CORPORATION	71140068	SHPX	458858
BASF CORPORATION	71140068	SHPX	458859
AKZO NOBEL CHEMICALS IN	45100066	SHPX	203732
AKZO NOBEL CHEMICALS IN	45100066	SHPX	203733
AKZO NOBEL CHEMICALS IN	45100066	SHPX	203734

Lessee	Contract	Rptg Mark	Car Number
AKZO NOBEL CHEMICALS IN	45100066	SHPX	203735
AKZO NOBEL CHEMICALS IN	45100066	SHPX	203736
AKZO NOBEL CHEMICALS IN	45100066	SHPX	203737
AKZO NOBEL CHEMICALS IN	45100066	SHPX	203738
AKZO NOBEL CHEMICALS IN	45100066	SHPX	203739
AKZO NOBEL CHEMICALS IN	45100066	SHPX	203740
AKZO NOBEL CHEMICALS IN	45100066	SHPX	203741
AKZO NOBEL CHEMICALS IN	45100066	SHPX	203742
AKZO NOBEL CHEMICALS IN	45100066	SHPX	203743
AKZO NOBEL CHEMICALS IN	45100066	SHPX	203744
AKZO NOBEL CHEMICALS IN	45100066	SHPX	203745
AKZO NOBEL CHEMICALS IN	45100066	SHPX	203746
AKZO NOBEL CHEMICALS IN	45100066	SHPX	203747
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AKZO NOBEL CHEMICALS IN	45100066	SHPX	203753
CXY CHEMICALS CANADA	64690008	SHPX	203885
CXY CHEMICALS CANADA	64690008	SHPX	203886
CXY CHEMICALS CANADA	64690008	SHPX	203887
CXY CHEMICALS CANADA	64690008	SHPX	203888
PPG INDUSTRIES, INC	31260062	SHPX	220940
PPG INDUSTRIES, INC	31260062	SHPX	220941
PPG INDUSTRIES, INC	31260062	SHPX	220943
PPG INDUSTRIES, INC	31260062	SHPX	220944
PPG INDUSTRIES, INC	31260062	SHPX	220945
BARRETT'S MINERALS INC.	73880011	SHPX	43385
BARRETT'S MINERALS INC.	73880011	SHPX	43389
BARRETT'S MINERALS INC.	73880011	SHPX	43394
BARRETT'S MINERALS INC.	73880011	SHPX	43419
HUNTSMAN POLYMERS CORP	75760001	SHPX	463691
HUNTSMAN POLYMERS CORP	75760001	SHPX	463692
HUNTSMAN POLYMERS CORP	75760001	SHPX	463693
HUNTSMAN POLYMERS CORP	75760001	SHPX	463694
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HUNTSMAN POLYMERS CORP	75760001	SHPX	463707
HUNTSMAN POLYMERS CORP	75760001	SHPX	463708
HUNTSMAN POLYMERS CORP	75760001	SHPX	463709

Lessee	Contract	Rptg Mark	Car Number
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HUNTSMAN POLYMERS CORP	75760001	SHPX	463711
HUNTSMAN POLYMERS CORP	75760001	SHPX	463712
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HUNTSMAN POLYMERS CORP	75760001	SHPX	463759
HUNTSMAN POLYMERS CORP	75760001	SHPX	463760

<u>Lessee</u>	<u>Contract</u>	<u>Rptg Mark</u>	<u>Car Number</u>
HUNTSMAN POLYMERS CORP	75760001	SHPX	463761
HUNTSMAN POLYMERS CORP	75760001	SHPX	463762
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HUNTSMAN POLYMERS CORP	75760001	SHPX	463765
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HUNTSMAN POLYMERS CORP	75760001	SHPX	463785
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HUNTSMAN POLYMERS CORP	75760001	SHPX	463811

Lessee	Contract	Rptg Mark	Car Number
HUNTSMAN POLYMERS CORP	75760001	SHPX	463812
HUNTSMAN POLYMERS CORP	75760001	SHPX	463813
HUNTSMAN POLYMERS CORP	75760001	SHPX	463814
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HUNTSMAN POLYMERS CORP	75760001	SHPX	463828
HUNTSMAN POLYMERS CORP	75760001	SHPX	463829
HUNTSMAN POLYMERS CORP	75760001	SHPX	463830
HUNTSMAN POLYMERS CORP	75760001	SHPX	463831
HUNTSMAN POLYMERS CORP	75760001	SHPX	463832
HUNTSMAN POLYMERS CORP	75760001	SHPX	463833
HUNTSMAN POLYMERS CORP	75760001	SHPX	463834
HUNTSMAN POLYMERS CORP	75760001	SHPX	463835
HUNTSMAN POLYMERS CORP	75760001	SHPX	463836
HUNTSMAN POLYMERS CORP	75760001	SHPX	463837
HUNTSMAN POLYMERS CORP	75760001	SHPX	463838
HUNTSMAN POLYMERS CORP	75760001	SHPX	463839
HUNTSMAN POLYMERS CORP	75760001	SHPX	463840
HERITAGE TECHNOLOGIES, LLC	7561	SHPX	203727
HERITAGE TECHNOLOGIES, LLC	7561	SHPX	203728
HERITAGE TECHNOLOGIES, LLC	7561	SHPX	203729
HERITAGE TECHNOLOGIES, LLC	7561	SHPX	203730
HERITAGE TECHNOLOGIES, LLC	7561	SHPX	203731
CGC INC	7571	SHPX	462385
CGC INC	7571	SHPX	462386
CGC INC	7571	SHPX	462387
CGC INC	7571	SHPX	462388
UNITED STATES GYPSUM COMP	7600	SHPX	462389
UNITED STATES GYPSUM COMP	7600	SHPX	462390
UNITED STATES GYPSUM COMP	7600	SHPX	462391
UNITED STATES GYPSUM COMP	7600	SHPX	462392
UNITED STATES GYPSUM COMP	7600	SHPX	462393

298 Cars