

RECORDATION NO. 22677-A FILED

NOV - 1 '01 4-06 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD  
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ELIAS C. ALVORD (1942)  
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OF COUNSEL  
URBAN A. LESTER

November 1, 2001

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 Interests, dated as of November 1, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document terminates the Security Agreement previously filed with the Board under Recordation Number 22677.

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: Heller Financial  
500 West Monroe Street  
Chicago, IL 60661

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

Eight Hundred (800) railcars SHPX 462401 - SHPX 463200

Mr. Vernon A. Williams  
November 1, 2001  
Page Two

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

Release and Termination of Security Interests.

Also enclosed is a check in the amount of \$28.00 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 black ink, appearing to read "Alvord", written in a cursive style.

Robert W. Alvord

RWA/anm  
Enclosures

RECORDATION NO. 22677A FILED

RELEASE AND TERMINATION **NOV - 1 '01 4-06 PM**  
OF SECURITY INTEREST

SURFACE TRANSPORTATION BOARD

WHEREAS, ACF ACCEPTANCE II LLC, a Delaware limited liability company (the "Debtor"), and HELLER FINANCIAL LEASING, INC., a Delaware corporation (the "Secured Party"), entered into that certain Security Agreement-Chattel Mortgage dated as of December 28, 1999 (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 made to the Debtor, pursuant to that certain Term Loan Agreement dated as of December 29, 1999 (as amended and supplemented, the "Loan Agreement"), among the Debtor and the Secured Party;

WHEREAS, the Security Agreement was recorded on December 28, 1999 with the Surface Transportation Board, Recordation No. 22677, and deposited on December 29, 1999 with the Registrar General of Canada, Recordation No. 12283;

WHEREAS, in connection with the full repayment of the Loan (as defined in the Loan Agreement) by the Debtor, the Debtor has requested that the Secured Party release its lien on and its security interest in all 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 Collateral, including, without limitation:

(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, including without limitation that certain lease agreement dated as of December 18, 1998 between the Debtor, as lessor, and Epsilon Products Company, as lessee,

(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.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned has caused this release to be duly executed as of the 1<sup>st</sup> day of November, 2001.

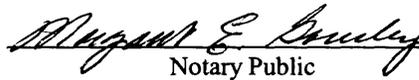
HELLER FINANCIAL LEASING, INC.

By:   
Name: Ronald E. Lis  
Title: Vice President

STATE OF ILLINOIS     )  
                                  ) ss.:  
COOK COUNTY            )

On this 29<sup>th</sup> day of October, 2001, before me personally appeared Ronald E. Lis, to me known, who being by me duly sworn, says that he is Vice President of HELLER FINANCIAL LEASING, INC.; that said instrument was signed on behalf of said corporation on the date hereof by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



  
Notary Public

SCHEDULE I

24950 / 6000 / 00506505

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SHPX	462881	C214	SHPX	462931	C214	SHPX	462981	C214
SHPX	462882	C214	SHPX	462932	C214	SHPX	462982	C214
SHPX	462883	C214	SHPX	462933	C214	SHPX	462983	C214
SHPX	462884	C214	SHPX	462934	C214	SHPX	462984	C214
SHPX	462885	C214	SHPX	462935	C214	SHPX	462985	C214
SHPX	462886	C214	SHPX	462936	C214	SHPX	462986	C214
SHPX	462887	C214	SHPX	462937	C214	SHPX	462987	C214
SHPX	462888	C214	SHPX	462938	C214	SHPX	462988	C214
SHPX	462889	C214	SHPX	462939	C214	SHPX	462989	C214
SHPX	462890	C214	SHPX	462940	C214	SHPX	462990	C214
SHPX	462891	C214	SHPX	462941	C214	SHPX	462991	C214
SHPX	462892	C214	SHPX	462942	C214	SHPX	462992	C214
SHPX	462893	C214	SHPX	462943	C214	SHPX	462993	C214
SHPX	462894	C214	SHPX	462944	C214	SHPX	462994	C214
SHPX	462895	C214	SHPX	462945	C214	SHPX	462995	C214
SHPX	462896	C214	SHPX	462946	C214	SHPX	462996	C214
SHPX	462897	C214	SHPX	462947	C214	SHPX	462997	C214
SHPX	462898	C214	SHPX	462948	C214	SHPX	462998	C214
SHPX	462899	C214	SHPX	462949	C214	SHPX	462999	C214
SHPX	462900	C214	SHPX	462950	C214	SHPX	463000	C214

Rptg Mark	Car Number	AAR Desg	Rptg Mark	Car Number	AAR Desg	Rptg Mark	Car Number	AAR Desg
SHPX	463001	C214	SHPX	463051	C214	SHPX	463101	C214
SHPX	463002	C214	SHPX	463052	C214	SHPX	463102	C214
SHPX	463003	C214	SHPX	463053	C214	SHPX	463103	C214
SHPX	463004	C214	SHPX	463054	C214	SHPX	463104	C214
SHPX	463005	C214	SHPX	463055	C214	SHPX	463105	C214
SHPX	463006	C214	SHPX	463056	C214	SHPX	463106	C214
SHPX	463007	C214	SHPX	463057	C214	SHPX	463107	C214
SHPX	463008	C214	SHPX	463058	C214	SHPX	463108	C214
SHPX	463009	C214	SHPX	463059	C214	SHPX	463109	C214
SHPX	463010	C214	SHPX	463060	C214	SHPX	463110	C214
SHPX	463011	C214	SHPX	463061	C214	SHPX	463111	C214
SHPX	463012	C214	SHPX	463062	C214	SHPX	463112	C214
SHPX	463013	C214	SHPX	463063	C214	SHPX	463113	C214
SHPX	463014	C214	SHPX	463064	C214	SHPX	463114	C214
SHPX	463015	C214	SHPX	463065	C214	SHPX	463115	C214
SHPX	463016	C214	SHPX	463066	C214	SHPX	463116	C214
SHPX	463017	C214	SHPX	463067	C214	SHPX	463117	C214
SHPX	463018	C214	SHPX	463068	C214	SHPX	463118	C214
SHPX	463019	C214	SHPX	463069	C214	SHPX	463119	C214
SHPX	463020	C214	SHPX	463070	C214	SHPX	463120	C214
SHPX	463021	C214	SHPX	463071	C214	SHPX	463121	C214
SHPX	463022	C214	SHPX	463072	C214	SHPX	463122	C214
SHPX	463023	C214	SHPX	463073	C214	SHPX	463123	C214
SHPX	463024	C214	SHPX	463074	C214	SHPX	463124	C214
SHPX	463025	C214	SHPX	463075	C214	SHPX	463125	C214
SHPX	463026	C214	SHPX	463076	C214	SHPX	463126	C214
SHPX	463027	C214	SHPX	463077	C214	SHPX	463127	C214
SHPX	463028	C214	SHPX	463078	C214	SHPX	463128	C214
SHPX	463029	C214	SHPX	463079	C214	SHPX	463129	C214
SHPX	463030	C214	SHPX	463080	C214	SHPX	463130	C214
SHPX	463031	C214	SHPX	463081	C214	SHPX	463131	C214
SHPX	463032	C214	SHPX	463082	C214	SHPX	463132	C214
SHPX	463033	C214	SHPX	463083	C214	SHPX	463133	C214
SHPX	463034	C214	SHPX	463084	C214	SHPX	463134	C214
SHPX	463035	C214	SHPX	463085	C214	SHPX	463135	C214
SHPX	463036	C214	SHPX	463086	C214	SHPX	463136	C214
SHPX	463037	C214	SHPX	463087	C214	SHPX	463137	C214
SHPX	463038	C214	SHPX	463088	C214	SHPX	463138	C214
SHPX	463039	C214	SHPX	463089	C214	SHPX	463139	C214
SHPX	463040	C214	SHPX	463090	C214	SHPX	463140	C214
SHPX	463041	C214	SHPX	463091	C214	SHPX	463141	C214
SHPX	463042	C214	SHPX	463092	C214	SHPX	463142	C214
SHPX	463043	C214	SHPX	463093	C214	SHPX	463143	C214
SHPX	463044	C214	SHPX	463094	C214	SHPX	463144	C214
SHPX	463045	C214	SHPX	463095	C214	SHPX	463145	C214
SHPX	463046	C214	SHPX	463096	C214	SHPX	463146	C214
SHPX	463047	C214	SHPX	463097	C214	SHPX	463147	C214
SHPX	463048	C214	SHPX	463098	C214	SHPX	463148	C214
SHPX	463049	C214	SHPX	463099	C214	SHPX	463149	C214
SHPX	463050	C214	SHPX	463100	C214	SHPX	463150	C214

Rptg Mark	Car Number	AAR Desg	Rptg Mark	Car Number	AAR Desg	Rptg Mark	Car Number	AAR Desg
SHPX	463151	C214						
SHPX	463152	C214		800 Cars				
SHPX	463153	C214						
SHPX	463154	C214						
SHPX	463155	C214						
SHPX	463156	C214						
SHPX	463157	C214						
SHPX	463158	C214						
SHPX	463159	C214						
SHPX	463160	C214						
SHPX	463161	C214						
SHPX	463162	C214						
SHPX	463163	C214						
SHPX	463164	C214						
SHPX	463165	C214						
SHPX	463166	C214						
SHPX	463167	C214						
SHPX	463168	C214						
SHPX	463169	C214						
SHPX	463170	C214						
SHPX	463171	C214						
SHPX	463172	C214						
SHPX	463173	C214						
SHPX	463174	C214						
SHPX	463175	C214						
SHPX	463176	C214						
SHPX	463177	C214						
SHPX	463178	C214						
SHPX	463179	C214						
SHPX	463180	C214						
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SHPX	463183	C214						
SHPX	463184	C214						
SHPX	463185	C214						
SHPX	463186	C214						
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SHPX	463188	C214						
SHPX	463189	C214						
SHPX	463190	C214						
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SHPX	463192	C214						
SHPX	463193	C214						
SHPX	463194	C214						
SHPX	463195	C214						
SHPX	463196	C214						
SHPX	463197	C214						
SHPX	463198	C214						
SHPX	463199	C214						
SHPX	463200	C214						