

RECORDATION NO. 19805-F FILED

RECORDATION NO. 20409-B FILED

OCT 31 '97 11-46 AM

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.
20006-2973

OCT 31 '97 11-46 AM

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

RECORDATION NO. 20410-B FILED
OCT 31 '97 11-46 AM

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

RECORDATION NO. 20712-B FILED
RECORDATION NO. 20411-B FILED

October 31, 1997

OCT 31 '97 11-46 AM

OCT 31 '97 11-46 AM

RECORDATION NO. 20450-B FILED

OCT 31 11 46 AM '97

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

OCT 31 '97 11-46 AM

RECORDATION NO. 20449-B FILED
OCT 31 '97 11-46 AM

RECEIVED
SURFACE TRANSPORTATION
BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Partial Release of Security Interest, dated as of October 31, 1997, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement and Assignment of Leases which were previously filed with the Commission/Board.

Please file the enclosed document under Recordation Number 19805-F and cross-index under the following Recordation Numbers: 20409-B, 20410-B, 20411-B, 20449-B and 20450-B and 20712-B.

The name and address of the party to the enclosed document are:

Secured Party: Bank One, Illinois, N.A.
East Old State Capitol Plaza
Springfield, Illinois 62701

A description of the railroad equipment covered by the enclosed document is attached as Exhibit A to the Release.

Counters parts - Oct.

Mr. Vernon A. Williams
October 31, 1997
Page 2

Also enclosed is a check in the amount of \$^{168⁰⁰}~~144~~.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

Partial
RELEASE OF SECURITY INTEREST

OCT 31 '97 11-46 AM
10/31/97

The undersigned, Bank One, Illinois, NA, f/k/a Bank One, Springfield, individually and as agent for Banc One Capital Partners II, Ltd. (the "Secured Party"), for good and valuable consideration, the receipt and sufficiency of which is acknowledged, hereby terminates, releases and discharges its security interest in and to the railway cars described on Exhibit A attached hereto.

Such security interest was granted pursuant to that certain Security Agreement - Railcars dated as of December 1, 1995, by Southern Illinois Railcar Company and Southern Illinois Railcar L.L.C. in favor of the Secured Party, and the following documents:

1. Memorandum of Lease dated 09/24/96; recorded 06/09/97 as Recordation #20712;
2. Memorandum of Assignment of Lease dated 05/21/97; recorded 09/09/97 as Recordation #20712-A;
3. Memorandum of Lease dated 02/15/96; recorded 01/06/97 as Recordation #20449;
4. Memorandum of Assignment of Lease dated 02/15/96; recorded 02/18/97 as Recordation #20449-A;
5. Memorandum of Lease dated 09/24/96; recorded 12/23/96 as Recordation #20410;
6. Memorandum of Assignment of Lease dated 09/24/96; recorded 01/06/97 as Recordation #20410-A;
7. Memorandum of Assignment of Lease dated 09/24/96; recorded 01/06/97 as Recordation #20411-A;
8. Memorandum of Lease dated 09/24/96; recorded 12/23/96 as Recordation #20411;
9. Memorandum of Lease dated 09/24/96; recorded 12/23/96 as Recordation #20409;
10. Memorandum of Assignment of Lease dated 09/24/96; recorded 01/06/97 as Recordation #20409-A;
11. Memorandum of Lease dated 09/24/96; recorded 01/06/97 as Recordation #20450; and
12. Memorandum of Assignment of Lease dated 09/24/96; recorded 02/18/97 as Recordation #20450-A.

Bank One, Illinois, NA f/k/a Bank One, Springfield

By: 

R. Todd Hovermale, Vice President

STATE OF ILLINOIS)
) SS:
COUNTY OF SANGAMON)

On this 31st day of October 19~~97~~, 1997, before me, a Notary Public of the County and State aforesaid, personally appeared R. Todd Hovermale, to me personally known, who being by me duly sworn, says that he is a Vice President of Bank One, Illinois, NA, f/k/a Bank One, Springfield, a national banking association, that said instrument was signed on behalf of said corporation 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.

WITNESS my hand and notarial seal.

Tammi S. Barnes
Notary Public

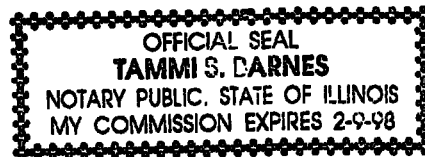


Exhibit A

Release of Security Interest

	Car Number	Original Car Number
1.	MCPX004048	
2.	SIRX004000	MCPX004000
3.	SIRX004001	MCPX. .
4.	SIRX004014	MCPX. .
5.	SIRX004022	MCPX. .
6.	SIRX004030	MCPX. .
7.	SIRX004032	MCPX. .
8.	SIRX004036	MCPX. .
9.	SIRX004038	MCPX. .
10.	SIRX004039	MCPX. .
11.	SIRX004042	MCPX. .
12.	SIRX004046	MCPX. .
13.	SIRX004050	MCPX. .
14.	SIRX004062	MCPX. .
15.	SIRX004069	MCPX. .
16.	SIRX005008	LUCX005008
17.	SIRX005014	LUCX005014
18.	SIRX005015	LUCX005015
19.	SIRX050161	LUCX005016
20.	SIRX005026	LUCX005026
21.	SIRX005040	LUCX005040
22.	SIRX006050	RCMX006050
23.	SIRX006057	RCMX006057
24.	SIRX006059	RCMX006059
25.	SIRX006060	RCMX006060
26.	SIRX009323	RUSX009323
27.	SIRX165006	ATSF165006
28.	SIRX290014	ATSF301410
29.	SIRX290015	ATSF301483
30.	WE 005019	LUCX005019
31.	WE 006055	RCMX006055

	Car Number	Original Car Number
32.	WE 006056	RCMX006056
33.	WE 006058	RCMX006058
34.	WE 050221	LUCX005022
35.	CAGY010847	CAGY010847
36.	SIRX000048	AEX 000048
37.	SIRX000061	AEX 000061
38.	SIRX000073	AEX 000073
39.	SIRX000093	AEX 000093
40.	SIRX000094	AEX 000094
41.	SIRX000097	AEX 000097
42.	SIRX000098	AEX 000098
43.	SIRX000099	AEX 000099
44.	SIRX000102	NTSX000102
45.	SIRX000103	AEX 000103
46.	SIRX000106	NTSX000106
47.	SIRX000107	NTSX000107
48.	SIRX000108	NTSX000108
49.	SIRX000110	NTSX000110
50.	SIRX000111	NTSX000111
51.	SIRX000112	AEX 000112
52.	SIRX000115	AEX 000115
53.	SIRX000119	AEX 000119
54.	SIRX000132	AEX 222707
55.	SIRX000135	AEX 000135
56.	SIRX000136	AEX 223429
57.	SIRX000143	AEX 000143
58.	SIRX000146	AEX 000146
59.	SIRX000171	AEX 000171
60.	SIRX000172	AEX 000172
61.	SIRX000176	AEX 241117
62.	SIRX000178	AEX 000178
63.	SIRX000179	AEX 000179
64.	SIRX000180	AEX 000180
65.	SIRX000181	AEX 000181

	Car Number	Original Car Number
66.	SIRX000182	AEX 000182
67.	SIRX000184	AEX 000184
68.	SIRX000186	AEX 000186
69.	SIRX000187	AEX 000187
70.	SIRX000188	AEX 000188
71.	SIRX000191	AEX 000191
72.	SIRX000192	AEX 000192
73.	SIRX000194	AEX 000194
74.	SIRX000202	AEX 240796
75.	SIRX000204	AEX 420806
76.	SIRX000206	AEX 240815
77.	SIRX000208	AEX 000208
78.	SIRX000211	AEX 000211
79.	SIRX000212	AEX 000212
80.	SIRX000213	AEX 000213
81.	SIRX000214	AEX 000214
82.	SIRX000215	AEX 000215
83.	SIRX000217	AEX 000217
84.	SIRX000218	AEX 000218
85.	SIRX000222	AEX 000222
86.	SIRX000224	AEX 000224
87.	SIRX000226	AEX 000226
88.	SIRX000227	AEX 000227
89.	SIRX000228	AEX 000228
90.	SIRX000229	AEX 000229
91.	SIRX000231	AEX 000231
92.	SIRX000233	AEX 000233
93.	SIRX000234	AEX 000234
94.	SIRX000237	AEX 000237
95.	SIRX000240	AEX 000240
96.	SIRX000412	TILX000412
97.	SIRX000416	TILX000416
98.	SIRX000419	TILX000419

	Car Number	Original Car Number
99.	SIRX000421	TILX000421
100.	SIRX000422	TILX000442
101.	SIRX000424	TILX000424
102.	SIRX000440	TILX000440
103.	SIRX000443	TILX000443
104.	SIRX000444	TILX000444
105.	SIRX000446	TILX000446
106.	SIRX000448	TILX000448
107.	SIRX001031	SIRX000103
108.	SIRX001041	SIRX000104
109.	SIRX001051	NTSX000105
110.	SIRX001091	NTSX000109
111.	SIRX001101	NTSX000101
112.	SIRX001102	AEX 001102
113.	SIRX001108	AEX 001108
114.	SIRX001848	TILX001848
115.	SIRX001893	TILX001893
116.	SIRX001849	TIMX010849
117.	SIRX172231	NW 172231
118.	SIRX172372	NW 172231
119.	SIRX172451	NW 172451
120.	SIRX172689	NW 172689
121.	SIRX172769	NW 172769
122.	SIRX172770	NW 172770
123.	SIRX172771	NW 172771
124.	SIRX172772	NW 172772
125.	SIRX172774	NW 172774
126.	SIRX172779	NW 172779
127.	SIRX172786	NW 172786
128.	SIRX172787	NW 172787
129.	SIRX172790	NW 172790
130.	SIRX172791	NW 172791
131.	SIRX172793	NW 172793

	Car Number	Original Car Number
132.	SIRX172794	NW 172794
133.	SIRX172795	NW 172795
134.	SIRX172796	NW 172796
135.	SIRX172797	NW 1727ss97
136.	SIRX172799	NW 172799
137.	SIRX400223	SOU 096009
138.	SIRX400224	SOU 096010
139.	SIRX400226	SOU 096049
140.	SIRX400227	SOU 096052
141.	SIRX400228	SOU 096056
142.	SIRX400229	SOU 096058
143.	SIRX400230	SOU 096078
144.	SIRX400231	SOU 096094
145.	SIRX400232	SOU 096095
146.	SIRX400233	SOU 096104
147.	SIRX400234	SOU 096105
148.	SIRX400235	SOU 096115
149.	SIRX400236	SOU 096116
150.	SIRX400237	SOU 096125
151.	SIRX400238	SOU 096136
152.	SIRX400239	SOU 096144
153.	SIRX400240	SOU 096164
154.	SIRX400241	SOU 096200
155.	SIRX400242	SOU 096220
156.	SIRX400243	SOU 096223
157.	SIRX400244	SOU 096230
158.	SIRX400245	SOU 096241
159.	SIRX400247	SOU 096246
160.	SIRX400248	SOU 096247
161.	SIRX400249	SOU 096247
162.	SIRX400250	SOU 096279
163.	SIRX400251	SOU 096299
164.	SIRX400252	SOU 096307

	Car Number	Original Car Number
165.	SIRX400253	SOU 096322
166.	SIRX400255	SOU 096338
167.	SIRX400256	SOU 096340
168.	SIRX400257	SOU 096357
169.	SIRX400258	SOU 096360
170.	SIRX400259	SOU 096368
171.	SIRX400260	SOU 096385
172.	SIRX400261	SOU 096399
173.	SIRX400262	SOU 096402
174.	SIRX400263	SOU 096409
175.	SIRX400264	SOU 096412
176.	SIRX400265	SOU 096415
177.	SIRX400266	SOU 096430
178.	SIRX400267	SOU 096439
179.	SIRX400268	SOU 096445
180.	SIRX400269	SOU 096449
181.	SIRX400270	SOU 096454
182.	SIRX400271	SOU 096455
183.	SIRX400272	SOU 096460
184.	SIRX400273	SOU 096467
185.	SIRX400274	SOU 096477
186.	SIRX400275	SOU 096482
187.	SIRX400276	SOU 096499
188.	SIRX400277	SOU 096525
189.	SIRX400278	SOU 096549
190.	SIRX400279	SOU 096552
191.	SIRX400280	SOU 096555
192.	SIRX400281	SOU 096600
193.	SIRX400282	SOU 096607
194.	SIRX400283	SOU 096609
195.	SIRX400284	SOU 096614
196.	SIRX400285	SOU 096621
197.	SIRX400286	SOU 096623

	Car Number	Original Car Number
198.	SIRX400287	SOU 096635
199.	SIRX400288	SOU 096656
200.	SIRX400289	SOU 096657
201.	SIRX400290	SOU 096689
202.	SIRX400291	SOU 096691
203.	SIRX400292	SOU 096694
204.	SIRX400293	SOU 096715
205.	SIRX400294	SOU 096717
206.	SIRX400295	SOU 096719
207.	SIRX400296	SOU 096721
208.	SIRX400297	SOU 096725
209.	SIRX400298	SOU 096727
210.	SIRX400299	SOU 096756
211.	SIRX400300	SOU 096761
212.	SIRX400301	SOU 096763
213.	SIRX400302	SOU 096785
214.	SIRX400303	SOU 096794
215.	SIRX400304	SOU 096794
216.	SIRX400305	SOU 096812
217.	SIRX400306	SOU 096813
218.	SIRX400307	SOU 096821
219.	SIRX400308	SOU 096823
220.	SIRX400309	SOU 096833
221.	SIRX400310	SOU 096835
222.	SIRX400311	SOU 096843
223.	SIRX400312	SOU 096848
224.	SIRX400313	SOU 096869
225.	SIRX400314	SOU 096886
226.	SIRX400315	SOU 096895
227.	SIRX400316	SOU 096907
228.	SIRX400317	SOU 096908
229.	SIRX400318	SOU 096911
230.	SIRX400319	SOU 096913

	Car Number	Original Car Number
231.	SIRX400320	SOU 096918
232.	SIRX400321	SOU 096923
233.	SIRX400322	SOU 096931
234.	SIRX400323	SOU 096954
235.	SIRX400324	SOU 096959
236.	SIRX400325	SOU 096964
237.	SIRX400326	SOU 096975
238.	SIRX400327	SOU 096990
239.	SIRX400328	SOU 097003
240.	SIRX400329	SOU 097006
241.	SIRX400330	SOU 097017
242.	SIRX400331	SOU 097024
243.	SIRX400332	SOU 097025
244.	SIRX400333	SOU 097026
245.	SIRX400334	SOU 097032
246.	SIRX400335	SOU 097042
247.	SIRX400336	SOU 097043
248.	SIRX400337	SOU 097049
249.	SIRX400338	SOU 097050
250.	SIRX400339	SOU 097062
251.	SIRX400340	SOU 097068
252.	SIRX400341	SOU 097070
253.	SIRX400342	SOU 097081
254.	SIRX400343	SOU 097102
255.	SIRX400344	SOU 097104
256.	SIRX400345	SOU 097117
257.	SIRX400346	SOU 097121
258.	SIRX400347	SOU 097125
259.	SIRX400348	SOU 097146
260.	SIRX400349	SOU 097152
261.	SIRX400350	SOU 097155
262.	SIRX400351	SOU 097157
263.	SIRX400352	SOU 097163

	Car Number	Original Car Number
264.	SIRX400353	SOU 097169
265.	SIRX400354	SOU 097171
266.	SIRX400355	SOU 097175
267.	SIRX400356	SOU 097178
268.	SIRX400357	SOU 097179
269.	SIRX400358	SOU 097180
270.	SIRX400359	SOU 097186
271.	SIRX400360	SOU 097188
272.	SIRX400361	SOU 097200
273.	SIRX400362	SOU 097225
274.	SIRX400363	SOU 097244
275.	SIRX400364	SOU 097254
276.	SIRX400365	SOU 097261
277.	SIRX400366	SOU 097265
278.	SIRX400367	SOU 097271
279.	SIRX400368	SOU 097272
280.	SIRX400369	SOU 097276
281.	SIRX400370	SOU 097280
282.	SIRX400371	SOU 097282
283.	SIRX400372	SOU 097290
284.	SIRX400382	SOU 097447
285.	SIRX400384	SOU 097468
286.	SIRX400387	SOU 097511
287.	SIRX400392	SOU 097591
288.	SIRX400396	SOU 097697
289.	SIRX442770	BM 003401
290.	SIRX442771	BM 003403
291.	SIRX442772	BM 003404
292.	SIRX442773	BM 003405
293.	SIRX442774	BM 003406
294.	SIRX442775	BM 003407
295.	SIRX442776	BM 003408
296.	SIRX442777	BM 003409

	Car Number	Original Car Number
297.	SIRX442778	BM 003411
298.	SIRX442779	BM 003412
299.	SIRX442780	BM 003413
300.	SIRX442781	BM 003414
301.	SIRX442782	BM 003415
302.	SIRX442783	BM 003416
303.	SIRX442784	BM 003419
304.	SIRX442785	BM 003420
305.	SIRX442786	BM 003421
306.	SIRX442787	BM 003422
307.	SIRX442788	BM 003424
308.	SIRX442789	BM 003426
309.	SIRX442791	BM 003428
310.	SIRX442792	BM 003430
311.	SIRX442793	BM 003431
312.	SIRX442794	BM 003432
313.	SIRX442795	BM 003433
314.	SIRX442796	BM 003434
315.	SIRX442797	BM 003435
316.	SIRX442798	BM 003436
317.	SIRX442799	BM 003437
318.	SIRX442800	BM 003438
319.	SIRX442801	BM 003439
320.	SIRX442802	BM 003440
321.	SIRX442803	BM 003443
322.	SIRX442804	BM 003444
323.	SIRX442805	BM 003445
324.	SIRX442806	BM 003446
325.	SIRX442807	BM 003447
326.	SIRX442808	BM 003449
327.	SIRX442809	BM 005701
328.	SIRX442810	BM 005702
329.	SIRX442811	BM 005703

	Car Number	Original Car Number
330.	SIRX442812	BM 005704
331.	SIRX442813	BM 005705
332.	SIRX442814	BM 005706
333.	SIRX442815	BM 005707
334.	SIRX442816	BM 005708
335.	SIRX442817	BM 005709
336.	SIRX442818	BM 005710
337.	SIRX442819	BM 005711
338.	SIRX442820	BM 005712
339.	SIRX442821	BM 005714
340.	SIRX442822	BM 005715
341.	SIRX442823	BM 005716
342.	SIRX442824	BM 005717
343.	SIRX442825	BM 005718
344.	SIRX442826	BM 005719
345.	SIRX470017	CR 886447
346.	SIRX470018	CR 886339
347.	SIRX470019	CR 886332
348.	SIRX470020	CR 886357
349.	SIRX470021 ✓	CR 886336
350.	SIRX470022	CR 886353
351.	SIRX470024	CR 886366
352.	SIRX470025	CR 886368
353.	SIRX470026	CR 886386
354.	SIRX470027	CR 886411
355.	SIRX470028	CR 886424
356.	SIRX470029	CR 886425
357.	SIRX470030	CR 886445
358.	SIRX470031	CR 886446
359.	SIRX470032	CR 886461
360.	SIRX470033 ✓	CR 886469
361.	SIRX470035	CR 886477
362.	SIRX470036	CR 886484

	Car Number	Original Car Number
363.	SIRX470037	CR 886496
364.	SIRX470038	CR 886504
365.	SIRX470040	CR 886532
366.	SIRX470041	CR 886547
367.	SIRX470042	CR 886551
368.	SIRX470043	CR 886566
369.	SIRX470044	CR 886582
370.	SIRX470045	CR 886588
371.	SIRX470046	CR 886592
372.	SIRX470047	CR 886611
373.	SIRX470048	CR 886620
374.	SIRX470049	CR 886626
375.	SIRX470050	CR 886646
376.	SIRX470051	CR 886660
377.	SIRX470052	CR 886693
378.	SIRX470053	CR 888009
379.	SIRX470054	CR 888042
380.	SIRX470055	CR 888059
381.	SIRX470056	CR 888061
382.	SIRX470057	CR 888073
383.	SIRX470058	CR 888076
384.	SIRX470060	CR 888122
385.	SIRX470061	CR 888138
386.	SIRX470062	CR 888148
387.	SIRX470063	CR 888149
388.	SIRX470064	CR 888158
389.	SIRX470065	CR 886696
390.	SIRX470066	CR 888128
391.	SIRX470067	CR 886473
392.	SIRX470068	CR 886502
393.	SIRX470069	CR 886543
394.	SIRX470071	CR 886682
395.	SIRX470072	CR 886699

	Car Number	Original Car Number
396.	SIRX470073	CR 888100
397.	SIRX470074	CR 888111
398.	SIRX470075	CR 888115
399.	SIRX470076	CR 886440
400.	SIRX470077	CR 886364
401.	SIRX470078	CR 886539
402.	SIRX470081	CR 886371
403.	SIRX470083	CR 886439
404.	SIRX470084	CR 886518
405.	SIRX470085	CR 886617
406.	SIRX470087	CR 888110
407.	SIRX470088	CR 888118
408.	SIRX470089	CR 886666
409.	SIRX470090	CR 886645
410.	SIRX520098	NW 172000
411.	SIRX520099	NW 172039
412.	SIRX520100	NW 172046
413.	SIRX520101	NW 172061
414.	SIRX520102	NW 172086
415.	SIRX520103	NW 172116
416.	SIRX520104	NW 172189
417.	SIRX520105	NW 172205
418.	SIRX520106	NW 172295
419.	SIRX520107	NW 172311
420.	SIRX520108	NW 172394
421.	SIRX520109	NW 172396
422.	SIRX520110	NW 172445
423.	SIRX520111	NW 172482
424.	SIRX520112	NW 172488
425.	SIRX520113	NW 172513
426.	SIRX520114	NW 172524
427.	SIRX520115	NW 172549
428.	SIRX520116	NW 172557

	Car Number	Original Car Number
429.	SIRX520117	NW 172630
430.	SIRX520118	NW 172703
431.	SIRX520119	NW 172721
432.	SIRX520120	NW 172723
433.	SIRX520121	NW 172742
434.	SIRX520122	NW 172750
435.	SIRX520123	NW 172752
436.	SIRX520124	NW 172756
437.	SIRX520125	NW 172775
438.	SIRX520126	NW 172785
439.	SIRX520127	NW 172788
440.	TILX000400	
441.	TILX000401	
442.	TILX000405	
443.	TILX000409	
444.	TILX000413	
445.	TILX000417	
446.	TILX000425	
447.	TILX000436	
448.	TILX000438	
449.	TILX000449	
450.	TILX001876	
451.	TILX001956	
452.	TILX511477	
453.	TIMX010848	
454.	TIMX010912	