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LAW OFFICES

STUBBLEFIELD, BRISTER & SCHOOLCRAFT

A PROFESSIONAL CORPORATION

JAMES L. BRISTER
ALAN L. SCHOOLCRAFT
CHARLES R. STUBBLEFIELD

RECORDATION NO. 152967
JAN VOORHIS PROFESSIONAL BUILDING
2117 PAT BOOKER ROAD, SUITE A
UNIVERSAL CITY, TEXAS 78148
(512) 659-1956
TELECOPIER (512) 659-6307

15065
RECORDATION NO. 15065
Sept 23 1988 - 11 25 AM
INTERSTATE COMMERCE COMMISSION

Sept 23 1988 - 11 25 AM
INTERSTATE COMMERCE COMMISSION

August 22, 1988

INTERSTATE COMMERCE COMMISSION

No. **8 242A057**

Mr. James H. Bayne, Secretary
Interstate Commerce Commission
Washington, D. C. 20423

Date **Sept 23 1988**
Fee \$ **39.00**

RECORDATION NO. 149401
Title 49

Dear Mr. Bayne:

SEP 23 1988 - 11 25 AM
ICC Washington, D. C.

Enclosed are two copies of the document, described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

The secondary document is a release of security interest dated August 22, 1988. The names and addresses of the parties to the document are as follows:

Mortgagor: Texas Southern Railroad, Inc.
P. O. Box 5752
San Antonio, TX 78201

Mortgagor: Broadway National Bank
P. O. Box 17001
San Antonio, TX 78286

Guarantors: Mr. George B. Pierce
3400 Salado Pkwy., #501
San Antonio, TX 78217

Mr. Willard L. King
227 Pinewood
San Antonio, TX 78216

This release relates to two Security Agreements, the first being filed on October 8, 1986 under No. 15065 and the second being filed on August 25, 1987 under No. 15296.

The equipment covered by the document is described as follows:

- TS 100 (ex-USS 723A) F7-A unit EMD Locomotive, Built 6/52, Serial No. 16595
- TS 101 (ex-USS 723B) F7-B unit EMD Locomotive, Built 2/53, Serial No. 17913
- TS 102 (ex-USS 724A) F7-A unit EMD Locomotive, Built 6/52, Serial No. 16596

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TS 103 (ex-USS 724B) F7-B unit EMD Locomotive, Built 2/53,
Serial No. 17914
TS 104 (ex-USS 726A) F7-A unit EMD Locomotive, Built 2/53,
Serial No. 17910
TS 105 (ex-USS 726B) F7-B unit EMD Locomotive, Built 2/53,
Serial No. 17920
TS 107 (ex-USS 712B) F7-B unit EMD Locomotive, Built 3/51,
Serial No. 13689
Ex-ATSF 3118, Budd 1938, Lot 999B, Bar 46-seat Lounge
Passenger Car
Ex-SF 1388, Budd 1941, Lot 96907, Bar 48-seat Lounge,
Newstand, Nurse Room
Ex-SF 1389, Budd 1941, Lot 96907, Bar 48-seat Lounge,
Newstand, Nurse Room
Ex-NYC 406, Budd 1947, Lot 9610-023, 68 seat Diner Table Car
Amtrak 8300 (ex-C&O 1920) Budd 1948, Lot 9672-017, BE
Observation 48 seat Diner
Amtrak 9545 (ex-BN 4730) Budd 1947, Lot 9846-015, California
Zephyr 52 seat Dome Coach
EX-IC 4128, Pullman Standard 1950, Plan 7605, 68 seat Dining
Car
EX-IC 4128A, Pullman Standard 1950, Plan 7607, Kitchen
Dormitory
Ex-RI 855, Budd 1953, Lot 9605-136, Baggage Car

A fee of \$10.00 is enclosed for recordation of one of the enclosed original release of security interests as a secondary document. Please return the other copy of the release of security interest with recording verification to Texas Southern Railroad at Texas Southern Railroad, Inc., P. O. Box 5752, S a n Antonio, TX 78201.

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

Release of Security Interest to Security Agreements with Recordation Nos. 15296 dated August 25, 1987 and No. 15065 dated October 8, 1986, and covering the following railroad cars:

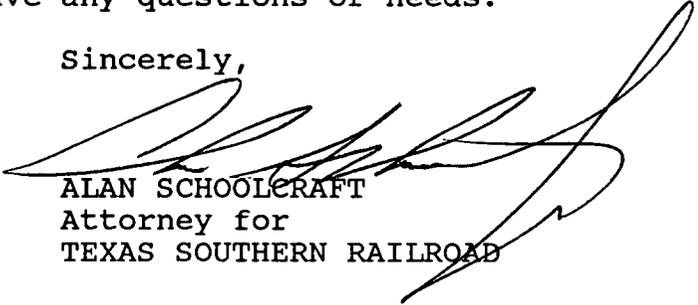
TS 100 (ex-USS 723A) F7-A unit EMD Locomotive, Built 6/52,
Serial No. 16595
TS 101 (ex-USS 723B) F7-B unit EMD Locomotive, Built 2/53,
Serial No. 17913
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Serial No. 16596
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Serial No. 17914
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Passenger Car
Ex-SF 1388, Budd 1941, Lot 96907, Bar 48-seat Lounge,
Newstand, Nurse Room
Ex-SF 1389, Budd 1941, Lot 96907, Bar 48-seat Lounge,
Newstand, Nurse Room
Ex-NYC 406, Budd 1947, Lot 9610-023, 68 seat Diner Table Car
Amtrak 8300 (ex-C&O 1920) Budd 1948, Lot 9672-017, BE
Observation 48 seat Diner
Amtrak 9545 (ex-BN 4730) Budd 1947, Lot 9846-015, California
Zephyr 52 seat Dome Coach
EX-IC 4128, Pullman Standard 1950, Plan 7605, 68 seat Dining
Car
EX-IC 4128A, Pullman Standard 1950, Plan 7607, Kitchen
Dormitory
Ex-RI 855, Budd 1953, Lot 9605-136, Baggage Car

Thank you for your assistance with this transaction. Please
contact me immediately if you have any questions or needs.

Sincerely,



ALAN SCHOOLCRAFT
Attorney for
TEXAS SOUTHERN RAILROAD

AS/jc

RELEASE OF SECURITY INTEREST

DATE: September 13, 1988

DEBTOR: TEXAS SOUTHERN RAILROAD, INC.
P. O. Box 5752
San Antonio, Texas 78201

SECURED PARTY: BROADWAY NATIONAL BANK
P. O. Box 17001
San Antonio, Texas 78286

DOCUMENT BEING RELEASED: Security Agreement, dated October 8, 1986, all of which are between Debtor and Secured Party and which covers the following described collateral.

ICC RECORDATION: October 8, 1986 - #15065

COLLATERAL:

- Ex-SF 1388, Budd 1941, Lot 96907, Bar 48-seat Lounge, Newstand, Nurse Room
- Ex-SF 1389, Budd 1941, Lot 96907, Bar 48-seat Lounge, Newstand, Nurse Room

For good and valuable consideration, receipt of which is hereby acknowledged, including payment of all amounts due by Debtor to Secured Party, Secured Party hereby releases and discharges all security interests it may have in the above described collateral.

BROADWAY NATIONAL BANK

BY: Christopher J. Bannwolf

CORPORATE ACKNOWLEDGMENT

STATE OF TEXAS
COUNTY OF BEXAR

Before me, the undersigned authority, on this day personally appeared Christopher J. Bannwolf, Assistant Vice President of Broadway National Bank, a corporation, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity therein stated and as the act and deed of said corporation.

Given under my hand and seal of office on this the 24th, day of August, 1988.

My commission expires:
4-4-89

Vicki L. Schroder
Notary Public
Vicki L. Schroder

RECORDATION NO. 150657 A
SEP 23 1988 - 11 25 AM
INTERSTATE COMMERCE COMMISSION