

RECORDATION NO. 21171-D FILED  
4:01 PM  
DEC 6 '99

**BALL JANIK LLP**  
ATTORNEYS

ONE MAIN PLACE  
101 SOUTHWEST MAIN STREET, SUITE 1100  
PORTLAND, OREGON 97204-3219

LOUIS E. GITOMER  
OF COUNSEL  
(202) 466-6532

TELEPHONE 503-228-2525  
FACSIMILE 503-295-1058

lgitomer@bjllp.com

December 6, 1999

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

Dear Secretary Williams:

I have enclosed the original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is an Instrument of Partial Release of Security Interest, a secondary document, dated as of November 24, 1999. The primary document to which this is connected is recorded under Recordation No. 21171. We request that one copy of this document be recorded under Recordation No. 21171-D.

The names and addresses of the parties to the Instrument of Partial Release of Security Interest are:

Secured Parties:

LaSalle National Bank  
135 South LaSalle Street  
Chicago, IL 60603

NationsBank, N.A.  
550 W. Main Avenue  
Knoxville, TN 37902

A description of the equipment covered by the Instrument of Partial Release of Security Interest consists of three locomotives, consisting of one GP-30 numbered NKCR 5003 (formerly numbered OHCR 558), one CF-7 numbered IR5 (formerly numbered WCRC 401), and one GP-20 numbered MT 5002 (formerly numbered NRE 970).

BALL JANIK LLP

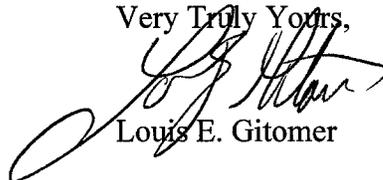
Honorable Vernon A. Williams  
December 6, 1999  
Page 2

A fee of \$ 26.00 is enclosed. Please return the original of the document to:

Louis E. Gitomer  
Of Counsel  
Ball Janik LLP  
Suite 225  
1455 F Street, N.W.  
Washington, DC 20005

A short summary of the document to appear in the index follows: an Instrument of Partial Release of Security Interest by LaSalle National Bank, 135 South LaSalle Street, Chicago, IL 60603, and NationsBank, N.A., 550 W. Main Avenue, Knoxville, TN 37902, covering three locomotives, consisting of one GP-30 numbered NKCR 5003 (formerly numbered OHCR 558), one CF-7 numbered IR5 (formerly numbered WCRC 401), and one GP-20 numbered MT 5002 (formerly numbered NRE 970).

Very Truly Yours,



Louis E. Gitomer

Enclosures

RECORDATION NO. 217 D FILED

DEC 6 1999 4:01 PM

INSTRUMENT OF PARTIAL RELEASE OF SECURITY INTEREST

LASALLE NATIONAL BANK ("LaSalle") and NATIONSBANK, N.A. ("NationsBank"), this 24 day of November 1999, release three locomotives, a GP-30 numbered NKCR 5003 (formerly numbered OHCR 558), a CF-7 numbered IR-5 (formerly numbered WCRC 401), and a GP-20 numbered MT 5002 (formerly numbered NRE 970) (the "Locomotives") from the security interest created under the Amended and Restated Security Agreement, dated as of April 30, 1999 (the "Security Agreement").

WHEREAS, LaSalle and NationsBank desire to execute this Instrument to evidence for the public record the satisfaction and release of all the rights and obligations of Nebraska, Kansas and Colorado RailNet, Inc., Illinois RailNet, Inc., Mississippi and Tennessee RailNet, Inc., and North American RailNet, Inc., under the Security Agreement with respect to the Locomotives.

NOW, THEREFORE, in consideration of the premises, LaSalle and NationsBank agree that the lien on the Locomotives created by the Security Agreement is released.

IN WITNESS WHEREOF, LaSalle and NationsBank have executed or caused this Instrument to be executed as of the date first above written.

LASALLE NATIONAL BANK

By: [Signature]  
Its: AVP

NATIONSBANK, N.A.

By: \_\_\_\_\_  
Its: \_\_\_\_\_

INSTRUMENT OF PARTIAL RELEASE OF SECURITY INTEREST

LASALLE NATIONAL BANK ("LaSalle") and NATIONSBANK, N.A. ("NationsBank"), this 30<sup>th</sup> day of November 1999, release three locomotives, a GP-30 numbered NKCR 5003 (formerly numbered OHCR 558), a CF-7 numbered IR-5 (formerly numbered WCRC 401), and a GP-20 numbered MT 5002 (formerly numbered NRE 970) (the "Locomotives") from the security interest created under the Amended and Restated Security Agreement, dated as of April 30, 1999 (the "Security Agreement").

WHEREAS, LaSalle and NationsBank desire to execute this Instrument to evidence for the public record the satisfaction and release of all the rights and obligations of Nebraska, Kansas and Colorado RailNet, Inc., Illinois RailNet, Inc., Mississippi and Tennessee RailNet, Inc., and North American RailNet, Inc., under the Security Agreement with respect to the Locomotives.

NOW, THEREFORE, in consideration of the premises, LaSalle and NationsBank agree that the lien on the Locomotives created by the Security Agreement is released.

IN WITNESS WHEREOF, LaSalle and NationsBank have executed or caused this Instrument to be executed as of the date first above written.

LASALLE NATIONAL BANK

By: \_\_\_\_\_  
Its: \_\_\_\_\_

NATIONSBANK, N.A.

By: X *John M. Hall*  
Its: X *Senior Vice President*

State of Illinois )  
 ) ss.  
County of Cook )

On this 24 day of November 1999, before me personally appeared Scott Thicke, to me personally known, who, being by me duly sworn, says that (s)he is AVP of LaSalle National Bank, and that (s)he is duly authorized to sign the foregoing instrument on behalf of LaSalle National Bank and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of LaSalle National Bank.



Cynthia Mankowski  
Notary Public

My commission expires: 10/21/01

State of \_\_\_\_\_ )  
 ) ss.  
County of \_\_\_\_\_ )

On this \_\_\_ day of November 1999, before me personally appeared \_\_\_\_\_, to me personally known, who, being by me duly sworn, says that (s)he is \_\_\_\_\_ of NationsBank, N.A., and that (s)he is duly authorized to sign the foregoing instrument on behalf of NationsBank, N.A. and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of NationsBank, N.A..

\_\_\_\_\_  
Notary Public

My commission expires:

ACKNOWLEDGMENT

State of Tennessee :  
 : SS.  
County of Knox :

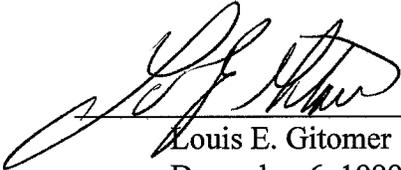
The foregoing instrument, INSTRUMENT OF PARTIAL RELEASE OF SECURITY INTEREST,  
was acknowledged before me this November 30, 1999 by (Officers'  
Name) John M. Hall,  
(Officer's Title) Senior Vice President, of (Name of  
Corporation) NationsBank, N.A., a  
\_\_\_\_\_ corporation, on behalf of the corporation.

[Notary Seal]

*Surdaw. Weaver*  
Notary Public  
Commission Expires 9-27-2000

## CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Instrument of Partial Release of Security Interest dated as of November 24, 1999, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



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Louis E. Gitomer  
December 6, 1999