

Counterpart Copy Report

BALL JANIK LLP
ATTORNEYS

RECORDATION NO. 19073-B FILED
DEC 31 '98 3-25 PM

1455 F STREET, NW, SUITE 225
WASHINGTON, D.C. 20005

TELEPHONE 202-638-3307
FACSIMILE 202-783-6947

lgitomer@bjllp.com

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

December 31, 1998

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

Dear Secretary Williams:

I have enclosed two certified copies of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Partial Release, a secondary document, dated as of December 30, 1998. The primary document to which this is connected is recorded under Recordation No. 19073. We request that this document be recorded under Recordation No. 19073-B.

The name and address of the party to the Partial Release is:

Secured Party:

Wells Fargo Bank (Colorado), N.A.
555 17th Street
Denver, CO 80202

A description of the equipment covered by the Partial Release consists of one locomotive numbered 143.

BALL JANIK LLP

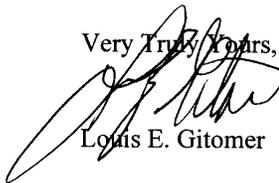
Honorable Vernon A. Williams
December 31 1998
Page 2

A fee of \$26.00 is enclosed. Please return one certified copy 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: a Partial Release by Wells Fargo Bank (Colorado), 555 17th Street, Denver, CO 80202, covering one locomotive numbered 143.

Very Truly Yours,



Louis E. Gitomer

Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

Louis E. Gitomer
Ball Janik LLP
1455 F Street, NW., Ste. 225
Washington, DC., 20005

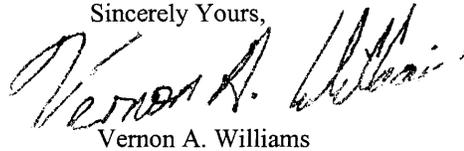
Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301

and 49 CFR 1177.3(c), on 12/31/98 at 3:25PM, and

assigned recordation number(s). 21921, 18754-A, 18755-A, 18767-A, 18858-A,
18928-B, 19073-B, 19295-B, 19384-A, 19393-A.

Sincerely Yours,



Vernon A. Williams

Enclosure(s)
260.00

\$_____ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature-----



RECORDATION NO. 19073-B FILED

DEC 31 '98 3-25 PM

PARTIAL RELEASE

THIS PARTIAL RELEASE, dated as of December ~~30~~, 1998 (this "Partial Release"), is executed by **WELLS FARGO BANK SUCCESSOR BY MERGER TO First Interstate Bank of Denver, N.A.** ("Secured Party"). **OMNITRAX LEASING, INC.** ("Debtor") granted Secured Party a security interest in a certain General Security Agreement, dated as of October 24, 1994, and recorded with the Interstate Commerce Commission on November 29, 1994 (Recordation Number 19073).

Secured Party hereby releases its security interest in after acquired property created by the General Security Agreement for locomotive number 143. Except as expressly modified and amended by this Partial Release, the provisions of the General Security Agreement shall remain in full force and effect in accordance with their original terms.

Secured Party has executed this Partial Release as of the date first set forth above.

**WELLS FARGO BANK SUCCESSOR BY MERGER TO
First Interstate Bank of Denver, N.A.**

By: [Signature]
Title: Relationship Banking Officer

STATE OF COLORADO)
) ss
COUNTY OF)

On Dec. 30, 1998, before me, the undersigned, a Notary Public in and for said State, personally appeared Wade K. [Signature], personally known to me (or proved to me on basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

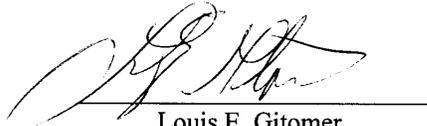


Diane C. Wagner
Notary Public in and for Said State

MY COMMISSION EXPIRES:
JUNE 14, 2000

CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy to the original Partial Release dated as of December 30, 1998, 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.

A handwritten signature in black ink, appearing to read 'L. E. Gitomer', is written over a horizontal line.

Louis E. Gitomer
December 31, 1998