

18976-AN

RECORDED TO: 18976-AN
AUG 2 1996 -9:55 AM
INDEXED TO NORRAIL (18976-AN)

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

OF COUNSEL
URBAN A. LESTER

John

July 26, 1996

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 Partial Release, dated as of July 24, 1996, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement with NorRail, Inc. previously filed with the Commission under Recordation Number 18976.

The names and addresses of the parties to the enclosed document are:

Secured Party: Norwest Bank Minnesota, National Association
7900 Xerxes Avenue South
Bloomington, Minnesota 55431

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

one hundred seventy (170) railcars set forth on Exhibit A attached thereto

Mr. Vernon A. Williams
July 26, 1996
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Also enclosed is a check in the amount of \$21.00 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,

A handwritten signature in cursive script, appearing to read "R. Alvord", written in black ink.

Robert W. Alvord

RWA/bg
Enclosures

PARTIAL RELEASE

18976-AA

AUG 2 1996 9 25 AM

This Partial Release is dated as of the 24th day of July, 1996, by NORWEST BANK MINNESOTA, NATIONAL ASSOCIATION (the "Secured Party") to and for the benefit of NORRAIL, INC. (the "Owner").

The owner entered into a Security Agreement with the Secured Party dated June 24, 1994 (the "Security Agreement"), which Security Agreement was filed and recorded with the Interstate Commerce Commission pursuant to the provisions of Section 11303 of the Interstate Commerce Act on September 8, 1994 at 3:45 p.m. and was assigned recordation number 18976.

The Security Agreement covers, among other things, each and every railroad car of every type, kind, name or description now owned or hereafter acquired by the Owner.

The Owner has requested that the Secured Party release from the lien and security interest granted pursuant to the Security Agreement certain specified railroad cars and the Secured Party has agreed to do so.

ACCORDINGLY, the Secured Party hereby releases, terminates, discharges and satisfies its security interest in those certain railroad cars identified and described on the one-page Exhibit A attached to and made a part of this Partial Release.

The Secured Party's security interest in property of the Owner not described above shall remain in full force and effect.

IN WITNESS WHEREOF, the Secured Party has executed this Partial Release of the day and year first above written.

NORWEST BANK MINNESOTA
NATIONAL ASSOCIATION

By [Signature]

Its VICE PRESIDENT

STATE OF MINNESOTA)
)ss.
COUNTY OF HENNEPIN

On this 24th day of July, 1996, before me personally came Andrew Christensen to me known, who, being by me duly sworn, did depose and say that she/he is the Vice President of Norwest Bank Minnesota, National Association, a national banking association, and she/he acknowledged to me that she/he executed the foregoing Partial Release on behalf of said corporation by order of its Board of Directors and that such document was the free act and deed of said corporation.

Witness my hand and official seal:

[Signature]
Notary Public in and for said State

My Commission Expires:

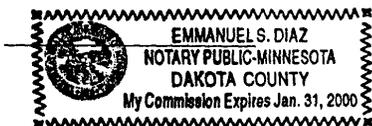


EXHIBIT A

170 - 5250 Covered Hoppers

MBLX53000	MBLX53078	MBLX53106	MBLX53135	MBLX53026	MBLX53053
MBLX53001	MBLX53079	MBLX53107	MBLX53136	MBLX53027	MBLX53054
MBLX53002	MBLX53080	MBLX53108	MBLX53137	MBLX53028	MBLX53055
MBLX53003	MBLX53081	MBLX53109	MBLX53138	MBLX53029	MBLX53056
MBLX53004	MBLX53082	MBLX53110	MBLX53139	MBLX53030	MBLX53057
MBLX53005	MBLX53083	MBLX53111	MBLX53140	MBLX53031	MBLX53058
MBLX53006	MBLX53084	MBLX53112	MBLX53141	MBLX53032	MBLX53059
MBLX53007	MBLX53085	MBLX53113	MBLX53142	MBLX53033	MBLX53060
MBLX53008	MBLX53086	MBLX53114	MBLX53143	MBLX53034	MBLX53061
MBLX53009	MBLX53087	MBLX53115	MBLX53144	MBLX53035	MBLX53062
MBLX53010	MBLX53088	MBLX53116	MBLX53145	MBLX53036	MBLX53063
MBLX53011	MBLX53089	MBLX53117	MBLX53146	MBLX53037	MBLX53064
MBLX53012	MBLX53090	MBLX53118	MBLX53147	MBLX53038	MBLX53065
MBLX53013	MBLX53091	MBLX53119	MBLX53148	MBLX53039	MBLX53066
MBLX53014	MBLX53092	MBLX53120	MBLX53149	MBLX53040	MBLX53067
MBLX53015	MBLX53093	MBLX53121	MBLX53150	MBLX53041	MBLX53068
MBLX53016	MBLX53094	MBLX53122	MBLX53151	MBLX53042	MBLX53069
MBLX53017	MBLX53095	MBLX53123	MBLX53152	MBLX53043	MBLX53070
MBLX53018	MBLX53096	MBLX53124	MBLX53153	MBLX53044	MBLX53071
MBLX53019	MBLX53097	MBLX53125	MBLX53154	MBLX53045	MBLX53072
MBLX53020	MBLX53098	MBLX53127	MBLX53155	MBLX53046	MBLX53073
MBLX53021	MBLX53099	MBLX53128	MBLX53156	MBLX53047	MBLX53074
MBLX53022	MBLX53100	MBLX53129	MBLX53157	MBLX53048	MBLX53075
MBLX53023	MBLX53101	MBLX53130	MBLX53158	MBLX53049	MBLX53126
MBLX53024	MBLX53102	MBLX53131	MBLX53159	MBLX53050	MBLX53167
MBLX53025	MBLX53103	MBLX53132	MBLX53160	MBLX53051	MBLX53168
MBLX53076	MBLX53104	MBLX53133	MBLX53161	MBLX53052	MBLX53169
MBLX53077	MBLX53105	MBLX53134	MBLX53162		
MBLX53163	MBLX53164	MBLX53165	MBLX53166		