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May 1, 1995

19252-E

LICENSING SECTION  
MAY 4 1 25 PM '95

Vernon Williams, Secretary  
Interstate Commerce Commission  
12th and Constitution Avenue N.W.  
Washington, D.C. 20423

Dear Mr. Williams:

I have enclosed an original and one counterpart of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

The document is a partial release of mortgage of Locomotives and Security Agreement dated as of March 3, 1995 (the "Partial Release"). This document is a secondary document. The primary document to which this Partial Release is connected is recorded under Recordation No. 19252.

The name and address of the party to the document is as follows:

Mortgagee: PNC Bank, National Association, as Agent  
One PNC Plaza  
Fifth Avenue and Wood Street  
Pittsburgh, Pennsylvania 15265  
Attention: Gregory A. Steve

Type of Equipment Covered: Locomotives

This Partial Release releases from the terms of the Mortgage of Locomotives and Security Agreement dated as of February 16, 1995 and recorded at Recordation No. 19252 the following locomotive units:

<u>MODEL</u>	<u>AAR DESIGNATION</u>	<u>ROAD NUMBER</u>	<u>SERIAL NUMBER</u>	<u>IDENTIFYING MARK</u>
SD45	D126	C&NW 6574	33792	CN&W
SD45	D126	MKCX 9531	37128	MKCX
SD45	D126	MKCX 9529	36798	MKCX
SD45	D126	MKCX 9540	32074	MKCX

Michael A. Peters  
Counterparts -

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SD45	D126	MKCX 9503	36380	MKCX
SD45	D126	MKCX 9537	32511	MKCX
SD40	D125	NRL 3057	32409	NRL
SD40	D125	NRL 3000	31414	NRL
SD40	D125	MKCX 9401	32094	MKCX
SD40	D125	MKCX 9411	37909	MKCX
SD45	D126	MKCX 9415	5794-25	MKCX
SDP45	D226	CR 6685	36658	CR
SDP45	D226	CR 6699	36886	CR
SDP45	D226	VMV 6697	36884	VMV
SDP45	D226	VMV 6696	36883	VMV
SDP45	D226	VMV 6693	36880	VMV
SDP45	D226	VMV 6690	36663	VMV

A fee of \$21 is enclosed. Please return the original copy not needed by the Interstate Commerce Commission to the undersigned at 1500 One PPG Place, Pittsburgh, Pennsylvania 15222.

This document is a Partial Release of the Mortgage of Locomotives and Security Agreement dated as of February 16, 1995 granted to PNC Bank, National Association, as Agent, by MK Rail Corporation. The Partial Release concerns only the locomotive units described on Schedule 1 to the Partial Release (which locomotive units are also described in this transmittal letter). All other property, and rights to property, encumbered by the terms of the mortgage recorded at

TUCKER  
ARENSBERG, P.C.  
ATTORNEYS

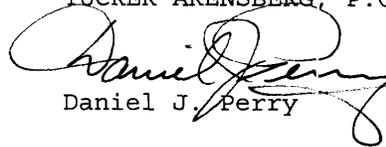
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Daniel J. Perry (412) 594-5656

Recordation No. 19252 remain subject to the liens and other charges of such mortgage.

Sincerely,

TUCKER ARENSBERG, P.C.



Daniel J. Perry

DJP/kc

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#0011-08329

1500 ONE PPG PLACE PITTSBURGH, PENNSYLVANIA 15222 412-566-1212 FACSIMILE 412-594-5619

Airport Professional Office Center 1150 Thorn Run Road Extension Moon Township, Pennsylvania 15108 412-262-3730  
Harrisburg Office 116 Pine Street Harrisburg, Pennsylvania 17101 717-238-2900

19252-E

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PARTIAL RELEASE OF MORTGAGE OF  
LOCOMOTIVES AND SECURITY AGREEMENT

Reference is hereby made to that certain Mortgage of Locomotives and Security Agreement dated as of February 16, 1995 (the "Mortgage") by and between MK Rail Corporation (the "Mortgagor") and PNC Bank, National Association, as agent for certain financial institutions described in such Mortgage (PNC Bank, National Association in such capacity, herein referred to as, the "Mortgagee"), and recorded on the 21st day of February, 1995 in the Office of the Interstate Commerce Commission at Recordation No. 19252. All capitalized terms used herein but not defined herein shall have the meanings ascribed thereto in the Mortgage.

KNOW ALL MEN BY THESE PRESENTS, that, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, and intending to be legally bound hereby, Mortgagee, does hereby release and discharge from the liens and other encumbrances of the Mortgage, the Units described on Schedule 1 attached hereto and incorporated herein by reference.

Except as specifically set forth above, nothing contained herein shall in any way affect, alter or diminish the liens and other encumbrances of the Mortgage upon the property, and rights to property, subject to the Mortgage or any remedy available to the Mortgagee, the Lenders or the L/C Issuer.

The Interstate Commerce Commission is hereby requested to note this Partial Release of Mortgage of Locomotives and Security Agreement (the "Partial Release") upon the margin of the Mortgage, as recorded.

This Partial Release may be executed in any number of counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

WITNESS the due execution hereof with the intent to be legally bound hereby this 31<sup>st</sup> day of March, 1995.

WITNESS:

PNC BANK, NATIONAL  
ASSOCIATION, as agent for the  
Lenders and the L/C Issuer

Mark P. H. H.

By: Gregory A. Steve  
Name: GREGORY A. STEVE  
Title: COMMERCIAL BANKING OFFICER



SCHEDULE I  
TO PARTIAL RELEASE OF LOCOMOTIVE MORTGAGE

<u>MODEL</u>	<u>AAR DESIGNATION</u>	<u>ROAD NUMBER</u>	<u>SERIAL NUMBER</u>	<u>IDENTIFYING MARK</u>
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SDP45	D226	CR 6699	36886	CR
SDP45	D226	VMV 6697	36884	VMV
SDP45	D226	VMV 6696	36883	VMV
SDP45	D226	VMV 6693	36880	VMV
SDP45	D226	VMV 6690	36663	VMV

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