

TUCKER
ARENSBERG, P.C.
ATTORNEYS

RECORDATION NO. 19252-G FILED 1-25
SEP 1 1995 - 11 40 AM
INTERSTATE COMMERCE COMMISSION

August 31, 1995

VIA HAND DELIVERY

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 Full and Final Release of Collateral Assignment and Agreement dated as of August 11, 1995 (the "Release"). This document is a secondary document. The primary document to which this Release is connected is recorded at Recordation No. 19252-A.

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

Assignee: 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

Type of Instrument: Full and Final Release of Collateral Assignment and Agreement.

The Release releases from the liens and other encumbrances of the Collateral Assignment and Agreement dated as of February 16, 1995 and recorded at Recordation No. 19252-A all equipment, instruments and other collateral subject thereto, including without limitation the following leases and locomotives:

RECEIVED
OFFICE OF THE
SECRETARY
SEP 1 11 34 AM '95
LICENSING BRANCH

Counterparts - [Signature]

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1. Locomotive Lease Agreement dated January 26, 1995 by and between MK Rail Corporation, a Delaware corporation and Canadian American Company, a Maine corporation concerning the lease of five locomotives.

Locomotives subject to lease:

<u>Model</u>	<u>AAR Designation</u>	<u>Road Number</u>	<u>Serial Number</u>	<u>Identifying Mark</u>
GP40	D115	MKCX 4301	34852	MKCX
GP40	D115	MKCX 4302	36170	MKCX
GP40	D115	MKCX 4303	37193	MKCX
GP40	D115	MKCX 4304	31797	MKCX
GP40	D115	MKCX 4305	38567	MKCX

2. Lease Agreement to be entered into between MK Rail Corporation and MK Rail de Mexico, a Mexican corporation concerning the lease of thirty-three locomotives.

Locomotives subject to lease:

<u>Model</u>	<u>AAR Designation</u>	<u>Road Number</u>	<u>Serial Number</u>	<u>Identifying Mark</u>
SD40	D125	MKCX 9402	32097	MKCX
SD40-2	D125	MKCX 9408	32422	MKCX
SD40	D125	MKCX 9409	37651	MKCX
SD40	D125	MKCX 9410	37652	MKCX
SD40	D125	MKCX 9413	31951	MKCX
SD40	D125	MKCX 9414	37144	MKCX
SD40	D125	MKCX 9416	36810	MKCX
SD40	D125	MKCX 9417	36816	MKCX
SD40	D125	MKCX 9419	34968	MKCX
SD45	D126	MKCX 9504	33868	MKCX
SD45	D126	MKCX 9506	33849	MKCX
SDP45	D226	MKCX 9510	36659	MKCX
SDP45	D226	MKCX 9511	36660	MKCX
SDP45	D226	MKCX 9515	36882	MKCX
SDP45	D226	MKCX 9516	36885	MKCX
SD45	D126	MKCX 9518	34167	MKCX
SD45	D126	MKCX 9520	37722	MKCX
SD45	D126	MKCX 9521	37725	MKCX
SD45	D126	MKCX 9522	37726	MKCX

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SD45	D126	MKCX 9523	37729	MKCX
SD45	D126	MKCX 9524	37734	MKCX
SD45	D126	MKCX 9525	37735	MKCX
SD45	D126	MKCX 9526	33657	MKCX
SD45	D126	MKCX 9527	38366	MKCX
SD45	D126	MKCX 9528	35478	MKCX
SD45	D126	MKCX 9530	37124	MKCX
SD45	D126	MKCX 9532	35489	MKCX
SD45	D126	MKCX 9534	35525	MKCX
SD45	D126	MKCX 9535	32515	MKCX
SD45	D126	MKCX 9536	32553	MKCX
SD45	D126	MKCX 9538	32085	MKCX
SD45	D126	MKCX 9539	32069	MKCX
SD45	D126	MKCX 9541	32532	MKCX

3. Locomotive Lease Agreement dated April 1, 1994, by and between MK Rail Corporation, a Delaware corporation and The Atchison, Topeka and Santa Fe Railway Company, a Delaware corporation concerning the lease of thirty-four locomotives.

Locomotives subject to lease:

<u>Model</u>	<u>AAR Designation</u>	<u>Road Number</u>	<u>Serial Number</u>	<u>Identifying Mark</u>
SD45	D126	ATSF 5348	32543	Santa Fe
SD45	D126	ATSF 5353	32540	Santa Fe
SD45	D126	ATSF 5356	32062	Santa Fe
SD45	D126	ATSF 5357	32536	Santa Fe
SD45	D126	ATSF 5359	32519	Santa Fe
SD45	D126	ATSF 5361	32067	Santa Fe
SD45	D126	ATSF 5365	32512	Santa Fe
SD45	D126	ATSF 5366	32508	Santa Fe
SD45	D126	ATSF 5367	32534	Santa Fe
SD45	D126	ATSF 5369	32083	Santa Fe
SD45	D126	ATSF 5370	32082	Santa Fe
SD45	D126	ATSF 5371	32497	Santa Fe
SD45	D126	ATSF 5372	32495	Santa Fe
SD45	D126	ATSF 5373	36500	Santa Fe
SD45	D126	ATSF 5375	36491	Santa Fe
SD45	D126	ATSF 5376	36493	Santa Fe
SD45	D126	ATSF 5501	32557	Santa Fe
F45	D126	ATSF 5951	34037	Santa Fe
F45	D126	ATSF 5954	34040	Santa Fe

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F45	D126	ATSF 5961	34047	Santa Fe
F45	D126	ATSF 5964	34050	Santa Fe
F45	D126	ATSF 5966	34052	Santa Fe
F45	D126	ATSF 5967	34053	Santa Fe
F45	D126	ATSF 5971	34057	Santa Fe
F45	D126	ATSF 5973	34059	Santa Fe
F45	D126	ATSF 5974	34060	Santa Fe
F45	D126	ATSF 5978	34064	Santa Fe
F45	D126	ATSF 5979	34065	Santa Fe
F45	D126	ATSF 5980	34066	Santa Fe
F45	D126	ATSF 5984	34070	Santa Fe
F45	D126	ATSF 5986	34072	Santa Fe
F45	D126	ATSF 5987	34073	Santa Fe
F45	D126	ATSF 5988	34074	Santa Fe
F45	D126	ATSF 5989	34075	Santa Fe

4. Locomotive Lease Agreement dated by and between MK Rail Corporation, a Delaware corporation and The Atchison, Topeka and Santa Fe Railway Company, a Delaware corporation concerning the lease of ten locomotives.

Locomotives subject to lease:

<u>Model</u>	<u>AAR Designation</u>	<u>Road Number</u>	<u>Serial Number</u>	<u>Identifying Mark</u>
SD45	D126	ATSF 5349	32562	Santa Fe
SD45	D126	ATSF 5355	32524	Santa Fe
SD45	D126	ATSF 5358	32509	Santa Fe
SD45	D126	ATSF 5364	32535	Santa Fe
SD45	D126	ATSF 5368	32531	Santa Fe
SD45	D126	ATSF 5374	36499	Santa Fe
F45	D126	ATSF 5957	34043	Santa Fe
F45	D126	ATSF 5977	34063	Santa Fe
F45	D126	ATSF 5983	34069	Santa Fe
F45	D126	ATSF 5985	34071	Santa Fe

5. Locomotive Lease Agreement dated May 1, 1991 between Morrison Knudsen Corporation, an Ohio corporation ("MKC") and Utah Railway Company, a Utah corporation, which Locomotive Lease Agreement was assigned by MKC to MK Rail Corporation, a Delaware corporation ("MK Rail") pursuant to the Transfer Agreement dated as of February 25, 1994 by and between MKC and MK Rail, as such Locomotive Lease Agreement pertains to the locomotives described below.

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Locomotives subject to assigned lease:

<u>Model</u>	<u>AAR Designation</u>	<u>Road Number</u>	<u>Serial Number</u>	<u>Identifying Mark</u>
F45	D126	MKCX 5531	34046	MKCX
SD45M	D126	URC 9012	7391-1	MKCX

A fee of \$21 is enclosed. Please return the original copy not needed by the Interstate Commerce Commission to the person presenting these materials for filing.

This document is a full and final release of a collateral assignment of leases which granted to PNC Bank, National Association, as Agent, a security interest in the lessor's locomotive leases relating to 84 locomotives owned by MK Rail Corporation and leased to railroads. The original collateral assignment secured, in part, the obligations of MK Rail Corporation and certain of its subsidiaries in a principal amount not to exceed \$50,000,000. Such obligations were incurred under a Revolving Credit and Letter of Credit Issuance Agreement and a companion Receivables Purchase Agreement, each dated as of September 30, 1994, as amended. These obligations have been paid in full and therefore the above-referenced security interest is to be released and discharged.

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

Full and Final Release of Collateral Assignment and Agreement dated as of August 11, 1995.

Sincerely,

TUCKER ARENSBERG, P.C.



RECORDATION NO. 19252-G FILED 1425

SEP 1 1995 -11 40 AM

FULL AND FINAL RELEASE OF INTERSTATE COMMERCE COMMISSION
COLLATERAL ASSIGNMENT AND AGREEMENT

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

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, Agent, does hereby fully and finally release and discharge from the liens and other encumbrances of the Collateral Assignment, all collateral subject thereto, including without limitation the lease agreements and locomotives described on Exhibit "A" attached hereto and made a part hereof.

The Interstate Commerce Commission is hereby requested to note this Full and Final Release of Collateral Assignment and Agreement (the "Release") upon the margin of the Collateral Assignment, as recorded.

This 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 11th day of August, 1995.

WITNESS:

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


ERIC M. SCHUMANN

By: 
Name: GREGORY A. STEVE
Title: Commercial Banking Officer

EXHIBIT A

1. Locomotive Lease Agreement dated January 26, 1995 by and between MK Rail Corporation, a Delaware corporation and Canadian American Company, a Maine corporation concerning the lease of five locomotives.

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ANEXHIBITA