

NationsBank

RECORDATION NO. 19614-A FILED

MAY 25 '99

11-15AM

May 19, 1999

Surface Transportation Board
Attn: Taledia Stokes
1925 K Street N.W.
Washington D.C. 20423--0001

Dear Sir:

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

This document is a Chattel Mortgage Release, a secondary document dtd April 30, 1999

The names and addresses of the parties to the documents are as follows:

Debtor: Branson Scenic Railway, Inc
206 East Main
Branson Missouri 65616

Secured Party: NationsBank, NA (formerly known as Boatmen's Bank of Kansas)
Att: Collateral Dept. -KMMLL01
P. O. Box 419038
Kansas City MO 64183

This Chattel Mortgage Release is to release recordation #19614 filed at 2:00 P.M. September 25, 1995.

Check #489441 for \$26.00 for filing fee for the Mortgage release is enclosed.

Please return the original and any extra copies not needed by the Surface Transportation Board for recording to:

UMB Bank, n.a.
Attn: Robert P. Elbert
1010 Grand, Dept.
Kansas City MO 64106

Sincerely,

A handwritten signature in cursive script that reads "Barbara Burns".

Barbara Burns
NationsBank
Private Client Group
14 W 10th Street
P. O. Box 419038
Kansas City MO 64183

MAY 25 '99

11-15AM

CHATTEL MORTGAGE RELEASE

This Release Witnesseth, That NationsBank, NA (formerly known as Boatmen's Bank of Kansas)("Mortgagee"), owner and holder of the note evidencing the debt secured by chattel mortgage executed by Branson Scenic Railway, Inc. ("Mortgagor") conveying property as described as follows:

Silver Island Rail Dome Car Serial Number PPCX9540

recorder April 23 1999, in the office of the Surface Transportation Board as recordation No. 19614 filed at 2:00 P.M. September 25 1995, in consideration of the full payment of said debt, does hereby acknowledge satisfaction of said chattel mortgage and release the property therein described from the lien and effect of the same.

In Witness Whereof, the undersigned has caused these presents to be signed by its VICE PRESIDENT and the corporate seal to be hereto affixed.

Dated this 30th day of April 1999.

BY: Elizabeth C. Brown
officer

Seal

Subscribed and sworn to before me this 30th day of April 1999.

Carrie C. Randall

CARRIE C. RANDALL
NOTARY PUBLIC - NOTARY SEAL
STATE OF MISSOURI
CLAY COUNTY
MY COMMISSION EXPIRES JUNE 1, 1999

19614
APR 22 1999 2:00 PM

CHATTEL MORTGAGE

Branson Scenic Railway, Inc. ("Mortgagor"), a Missouri corporation, whose address is 206 East Main, Branson, Missouri 65616, to secure payment of the indebtedness described below,

HEREBY CONVEYS AND MORTGAGES to Boatmen's Bank of Kansas ("Mortgagee"), 9500 Mission Road, Overland Park, Kansas 66206 and its successors and assigns, the following chattel(s), including all Systems added to or installed upon each and all other present and future attachments and accessories thereto and all replacements and proceeds thereof, and including amounts payable under any insurance policy, all hereinafter referred to collectively as Chattel(s):

Silver Island Rail Dome Car Serial Number PPCX9540

To have and to hold said Chattels unto Mortgagee and Mortgagee's sole use forever.

PROVIDED THAT IF MORTGAGOR SHALL PAY to Mortgagee all sums due to Mortgagee under that certain Promissory Note (the "Note") of Mortgagor of even date herewith payable to the order of Mortgagee and fulfill all of Mortgagor's obligations under the