



Norwest Bank South Dakota, N.A.
405 Dakota South
Post Office Box 1238
Huron, South Dakota 57350-1238
605/352-8631

February 29, 1996

Office of the Secretary
Surface Transportation Board
12th & Constitution NW Room 2311
Washington, DC 20423

19943

MAR 27 2 26 PM '96

Norwest Bank South Dakota N.A.
Todd M. Headrick
PO Box 1238
Huron, SD 57350

Dear Janice Fort:

Per your instructions, I have included a South Dakota State UCC and the information outlining Norwest Banks lien position. Norwest Bank South Dakota N.A. has taken a security position in the railroad cars noted below.

1947 X-Milwaukee Road MLWX 649 85ft 40 seat coach
1947 X-Milwaukee Road MLWX 126 85ft 36 seat diner

Please note this lien in the appropriate department and provide me with verification of this notation. Enclosed is also a cashiers check for \$21.00. If I need additional information please notify me at the above address.

Todd M. Headrick
Consumer Banking Manager

Mark S. Kothenbeutel

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20427-0001

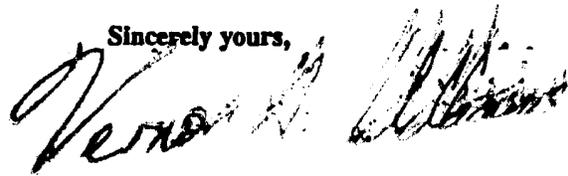
3/27/96

Todd M Headrick
Consumer Banking Manager
Norwest Bank South Dakota, N.A.
405 Dakota South
P.O. Box 1238
Huron, South Dakota 57350-1238

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3/27/96 at 2:30PM , and assigned recordation number(s). 19993.

Sincerely yours,

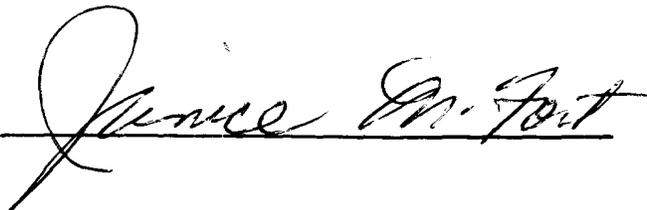


Vernon A. Williams
Secretary

Enclosure(s)

\$ 21.00 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 and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



Date stamped by Julian Code:
 EXAMPLE: 87 182 09 00243
 87: Year
 182: Number of days counted from Jan. 1
 09: Time of day filed (9:00 a.m.)
 00243: Document number

Fee \$ _____
 Cash
 Check
 Account # _____

For Secretary of State Office Use Only
 FILING STAMP

PLEASE TYPE THE INFORMATION ON THIS FORM ACCORDING TO ALL INSTRUCTIONS PRINTED ON THE BACK OF THE UCC 1 FORM

Debtor Name _____ Social Security # or Employer ID # _____
 1. Mark S. Kothenbeutel 482-74-7754
 2. _____
 3. _____
 4. _____
 Mailing Address
 445 SW Colorado Ave Apt 1
 Huron, SD 57350

Secured Party and Address
Norwest Bank South Dakota National Association
 405 Dakota Ave S.
 Huron, SD 57350
 Code No. **1993**
 Assignee of Secured Party and Address _____

This Financing Statement covers the following types (or items) of property:

- 1947 X-Milwaukee Road MLWX 649 85 ft 40 seat coach Railroad car
- 1947 X-Milwaukee Road MLWX 126 85 ft 36 seat diner Railroad car

Describe real estate: *If collateral is crops, the above described crops are growing or are to be grown on, OR if collateral is goods which are or are to become fixtures, the above goods are affixed or to be affixed to:*

Check (X) if covered: PROCEEDS of collateral are also covered. PRODUCTS of collateral are also covered.

Use the following spaces only for Farm Products requiring EFFECTIVE FINANCING STATEMENT (EFS) filing in accordance with the Food Security Act of 1985.

| FARM PRODUCT | CODE | YEAR | QUANTITY | COUNTY CODE | LOCATION IN COUNTY OR FURTHER DESCRIPTION |
|--------------|------|------|----------|-------------|---|
| | | | | | |

Pay proceeds to Debtor and Secured Party unless otherwise checked: Secured Party only Debtor only

Number of Additional Sheets, if any: _____

Filed with the Secretary of State as UCC 1 EFS BOTH

Mark S. Kothenbeutel

 Signature(s) of Debtor(s)

Norwest Bank South Dakota, National Association
[Signature]

 Signature of Secured Party

FOR TERMINATION ONLY: To use Acknowledgment Copy as a Termination Statement, Secured Party must date and sign below:

Termination Statement dated _____ Signed _____

 Signature of Secured Party

