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July 13, 1994

RECORDATION NO. **14535-B** FILED 1200

JUL 13 1994 10 AM

INTERSTATE COMMERCE COMMISSION

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, DC 20423

Dear Mr. Strickland:

Enclosed pursuant to the provisions of 49 U.S.C. Section 11303(a) are five (5) executed copies of a Termination of Security Interest and Release dated as of June 30, 1994, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to the Security Agreement and other documents duly filed with the Commission under Recordation Number 14535.

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

Debtor: Karl B. McMillen
4828 West 145th Street
Hawthorne, California 90251

Secured Party: CFS Planning Corporation
PO Box 1550
Pacific Palisades, California 90272

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

two (2) General Motors Corporation, Electro-Motive Division, Model GP-38 locomotives MKT 300 and MKT 301, inclusive, and ten (10) General Motors Corporation, Electro-Motive, Model GP-40 locomotives MKT 211 through MKT 220, inclusive.

Handwritten: Copy of McMillen

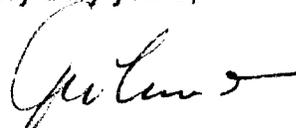
Handwritten: Counterparts

Mr. Sidney L. Strickland, Jr.
July 13, 1994
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Also enclosed is a check in the amount of \$18.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return four stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Robert W. Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg
Enclosures

**TERMINATION OF SECURITY INTEREST
AND RELEASE**

This Termination of Security Interest and Release, dated as of June 30, 1994 is made by Karl B. McMillen and CFS Planning Corporation (the "Parties").

1.) Reference is made to the Security Agreement and the Assignment of Lease, both of which documents appear in the recordation files of the Interstate Commerce Commission under Recordation Numbers 14535, 14535-A, respectively (the "Documents").

For value received, the adequacy of which is hereby acknowledged, the Parties to this agreement

ALL-PURPOSE ACKNOWLEDGMENT

NO 209

State of CALIFORNIA
County of LOS ANGELES

On 6-29-94 before me, GALE TRAMELL, NOTARY PUBLIC
DATE NAME, TITLE OF OFFICER - E.G., "JANE DOE, NOTARY PUBLIC"

personally appeared KARL B. McMILLEN JR
NAME(S) OF SIGNER(S)

personally known to me - OR - proved to me on the basis of satisfactory evidence to be the person whose name is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity (ies), and that by his/her/their signature (s) on the instrument the person , or the entity upon behalf of which the person acted, executed the instrument.



Witness my hand and official seal.

Gale Trammell
SIGNATURE OF NOTARY

CAPACITY CLAIMED BY SIGNER

- INDIVIDUAL(S)
- CORPORATE OFFICER(S) _____ TITLE(S) _____
- PARTNER(S)
- ATTORNEY-IN-FACT
- TRUSTEE(S)
- SUBSCRIBING WITNESS
- GUARDIAN/CONSERVATOR
- OTHER: _____

SIGNER IS REPRESENTING:
NAME OF PERSON(S) OR ENTITY(IES)

ATTENTION NOTARY: Although the information requested below is **OPTIONAL**, it could prevent fraudulent attachment of this certificate to unauthorized document.

THIS CERTIFICATE
MUST BE ATTACHED
TO THE DOCUMENT
DESCRIBED AT RIGHT:

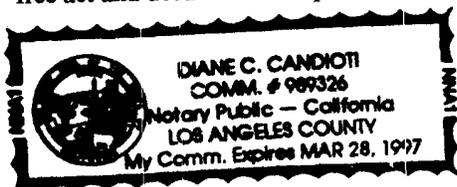
Title or Type of Document TERMINATION OF SECURITY INTEREST & RELEASE
Number of Pages 1 Date of Document 6-29-94
Signer(s) Other Than Named Above _____

14535-B 7/13/94

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STATE OF CALIFORNIA
COUNTY OF Los Angeles

On this 28 day of June, 1994, before me personally appeared BURT ROSENMEYER, to me personally known, who, being by me duly sworn, says that he is PRESIDENT of CFS Planning Corporation, and that the seal affixed to said instrument is the corporate seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and said person acknowledged said instrument was the free act and deed of said corporation.



Diane C. Candiotti
Notary