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July 13, 1994

RECORDATION NO. 14600-C FILED 14600
JUL 13 1994 - 9 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 Agreement of Lease and other documents duly filed with the Commission under Recordation Number 14600.

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: CIS Rail Corporation
One CIS Parkway
E. Syracuse, New York 13057

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.

Edward M. Lewis

counterparts

Mr. Sidney L. Strickland, Jr.
July 13, 1994
Page 2

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 black ink, appearing to read "R. Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg
Enclosures

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(x) whose name(x) 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(x), or the entity upon behalf of which the person(x) 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 _____

14600-C 7-13-94

**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 CIS Rail Corporation (the "Parties").

1.) Reference is made to the Agreement of Lease, the Assignment of Lease, and the Collateral Assignment all of which documents appear in the recordation files of the Interstate Commerce Commission under Recordation Numbers 14600, 14600-A, 14600-B, respectively (the "Documents").

2.) For value received, the adequacy of which is hereby acknowledged, the Parties to this agreement hereby release any and all liens, claims and other encumbrances pursuant to the aforesaid Documents on the two (2) General Motors Corporation, Electro-Motive Division, Model GP-38 locomotives MKT 300 and MKT 301, and the ten (10) General Motors Corporation, Electro-Motive Division, Model GP-40 locomotives MKT 211 through MKT 220, inclusive.

IN WITNESS WHEREOF, the Parties to this agreement have caused this Termination of Security Interest and Release to be duly executed as of the day and year first written above.

Karl B. McMillen

Karl B. McMillen

CIS Rail Corporation

By: [Signature]
Title: Vice President

RECORDATION NO. 14600-C FILED 1425

JUL 13 1994 10 AM

INTERSTATE COMMERCE COMMISSION

STATE OF CALIFORNIA

COUNTY OF _____

On this day ___ of June, 1994 before me personally appeared Karl B. McMillen, to me personally known, to be the person described in and who executed the foregoing instrument and he acknowledges that he executed same as his free act and deed.

Notary

Connecticut

STATE OF ~~CALIFORNIA~~

COUNTY OF Fairfield

On this 11 day of July, 1994, before me personally appeared John R. Campbell, to me personally known, who, being by me duly sworn, says that he is Vice President, of CIS Rail 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.

[Signature]
Notary