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RECORDED NO. 1794-A FILED 1495
NOV 14 1994 11 30 AM
INTERSTATE COMMERCE COMMISSION

November 10, 1994

RECEIVED
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LICENSING BRANCH

Mr. Vernon A. Williams
Acting Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation in your office pursuant to the provisions of 49 U.S.C. §11303 are two original counterparts of a Partial Termination and Release of Lien and Security Interest (the "Partial Release"), a secondary document as defined in the Interstate Commerce Commission's Rules for the Recordation of Documents, 49 CFR §1177. The primary document to which the enclosed document is connected is a Security Agreement ("Security Agreement") dated the 22nd day of September, 1992 between Minnesota Commercial Railway Company and Bank One, Chicago N.A. (formerly known as Bank One Evanston). The Security Agreement was recorded in the Interstate Commerce Commission's recordation files and records pursuant to 49 U.S.C. §11303 under Recordation No. 17941 on October 5, 1992.

The name and address of the party to the enclosed Partial Release is as follows:

Secured Party: Bank One, Chicago N.A.
(formerly known as Bank One Evanston)
800 Davis Street
Evanston, Illinois 60201

The property covered by the enclosed Partial Release includes solely the railroad equipment identified on the Partial Release being transmitted by this letter.

Enclosed is a check payable to the order of the Interstate Commerce Commission covering the recordation fee.

Counterparts - Williams

A short summary of the equipment covered by the enclosed secondary document to appear in the Interstate Commerce Commission's files is as follows:

Two locomotives bearing unit numbers RN 303 and RN 304 (respectively) and serial numbers 34798 and 34725 (respectively).

McLachlan, Rissman & Doll

By: Debra A. Choate

RECORDED NO. 17941-A
NOV 14 1994 - 11:00 AM
INTERSTATE COMMERCE COMMISSION

PARTIAL TERMINATION AND RELEASE OF LIEN AND SECURITY INTEREST

The undersigned, Bank One, Chicago N.A. (formerly known as Bank One Evanston) (the "Bank"), for good and valuable consideration, the receipt and sufficiency of which is acknowledged, terminates and releases its lien and security interest in and to the two EMD SW 1500 locomotives bearing Unit Numbers RN 303 and RN 304, respectively, and Serial Numbers 34798 and 34725, respectively, as may be evidenced by that certain Security Agreement dated the 22nd day of September, 1992 between Minnesota Commercial Railway Company and the Bank (the "Security Agreement"). The Security Agreement was recorded with the Interstate Commerce Commission on October 5, 1992 and bears ICC Recordation Number 17941.

The Bank's lien and security interest in and to the collateral under the Security Agreement other than in and to the two locomotives specifically identified in the foregoing paragraph remains intact and is unaffected by this partial termination and release.

Dated as of November 10, 1994.

Bank One, Chicago N.A.
(formerly known as Bank One Evanston)

By: Pamela P. Rosenbush

Its: Vice President

State of Illinois)
) SS:
County of Cook)

On this 10th day of November, 1994, before me, personally appeared Pamela P. Rosenbush, a Vice President (title) of Bank One, Chicago N.A. known to me to be the person described in and who executed the foregoing instrument and he/she acknowledged that he/she executed the same on behalf of Bank One, Chicago N.A.

Donna E. Hyde
Notary Public

(NOTARY SEAL)

My commission expires: April 6, 1998

