

11873-PP ✓

DONELAN, CLEARY, WOOD & MASER, P.C.

OCT 11 1996 -2209

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WASHINGTON, D.C. 20005-3934

OFFICE: (202) 371-9500

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October 11, 1996

Recordation Nos. 11873-PP

Dear Mr. Williams:

On behalf of UMB Bank, N.A., successor in interest to City Bank and Trust Company of Kansas City, as agent for itself and for The Northern Trust Company and The First National Bank of Shreveport, I submit for filing and recording under 49 U.S.C. § 11301 and the regulations applicable thereunder counterparts of a secondary document, not previously recorded, entitled Termination of Security Agreement ("Release"), made as of October 3, 1996, to be filed under Recordation Nos. 11873-PP, the said Release being a release and termination only of specifically designated locomotives from the Security Agreement and Assignment mentioned below.

The party executing the Release is:

UMB Bank, N.A.
1010 Grand Boulevard
Kansas City, MO 64105-1804

RELEASING/SECURED/PARTY

The said Release is a release by the party thereto only as to those specifically designed locomotives listed in Schedule A of the Release from the Security Agreement and Assignment under Recordation No. 11873-Q and the Release should be recorded under the next available letter under Recordation No. 11873, which we believe is "PP".

The locomotives covered by the enclosed Release are identified in Schedule A as attached to the Release.

A short summary for the Release to appear in the STB Index is as follows:

"Release ONLY of locomotives as indicated from Security Agreement and Assignment under Recordation No. 11873-Q."

Enclosed is a check in the amount of twenty-two dollars (\$22.00) in payment of the filing fee.

Counterparts - G. A. Hamm

OCT 11 2 15 PM '96
RECEIVED
SURFACE TRANSPORTATION
BOARD

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the STB letter/fee receipt acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,



Allen H. Harrison, Jr.
*Attorney for UMB Bank, N.A.
for the purpose of this filing.*

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Enclosures

BY HAND

8350-020

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

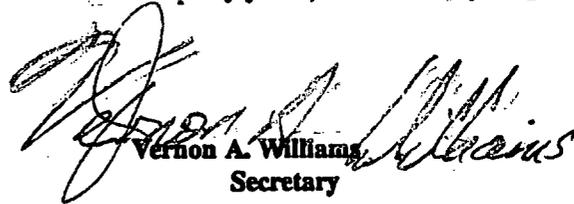
10/11/96

Allen H. Harrison, Jr.
Donelan, Cleary, Wood & Maser, P.C.
1100 New York Avenue, NW, STE 750
Washington, DC., 20005-3934

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 10/11/96 at 2:20PM, and assigned recordation number(s). 11873-PP and 11873-QQ.

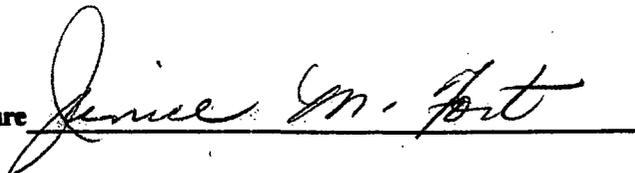
Sincerely yours,


Vernon A. Williams
Secretary

Enclosure(s)

\$44.00 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



- PP

RECORDATION NO. 11873-PP
OCT 1 1996 2:00 PM

**TERMINATION OF
SECURITY AGREEMENT**

THIS TERMINATION OF SECURITY AGREEMENT ("Termination") is made as of October 3, 1996 by UMB BANK, N.A. (the "Agent"), successor in interest to CITY BANK AND TRUST COMPANY OF KANSAS CITY, as agent for itself and for THE NORTHERN TRUST COMPANY and THE FIRST NATIONAL BANK OF SHREVEPORT (collectively, the "Banks") under a Security Agreement and Assignment (Rolling Stock and Other Equipment) dated as of May 1, 1981, for the benefit of CARLAND, INC. a Delaware corporation ("CARLAND").

1. **Recitals.** CARLAND owned the locomotives bearing Association of American Railroad Designation Numbers as listed on Exhibit A attached hereto (the "Unit(s)"). CARLAND has granted a blanket security interest in all of its assets now owned or hereafter acquired (the "Collateral"), to the Agent, for the benefit of the Banks, upon the terms and conditions provided in that certain Security Agreement and Assignment, dated as of May 1, 1981, between CARLAND and the Agent (the "Security Agreement") and filed at the Surface Transportation Board of the Department of Transportation ("STB") (formerly known as the Interstate Commerce Commission ("ICC")) under ICC Recordation No. 11873-Q filed on May 28, 1981.

CARLAND has sold or is planning to sell the Units to a third party and desires to do so free and clear of any lien or security interest of the Agent. The indebtedness secured by the Security Agreement has been fully repaid. Pursuant to the terms of the Security Agreement, the Agent, on behalf of the Banks, and CARLAND desire to terminate the Agent's security interest in the Units.

2. **Termination of Security Interest.** The Banks' security interest in the Units shall be and is hereby terminated upon the filing of this Termination with the STB and all of the Agent's right, title and interest in and to the Units shall and has become null and void.

This Release shall have no effect on the Bank Security interest in and lien on any Collateral other than the Units and said security interest in and lien on such other Collateral is hereby reaffirmed.

IN WITNESS THEREOF, the Agent, pursuant to due authority, has executed this Termination as of the date indicated below its signature.

UMB BANK, N.A.
as Agent

By: James A. Angster

Title: Divisional Executive Vice President

Date: October 9, 1996

STATE OF MISSOURI)
) ss.
COUNTY OF JACKSON)

On OCT. 9th, 1996, before me, Billy Ray Smith
personally appeared JAMES A. LANGSTER of
WMB BANK N.A.

personally known to me -OR-

proved to me on the basis of satisfactory evidence to be the person(s) whose name (s) 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(s), or the entity upon behalf of which the person(s) acted, executed the instrument

Witness my hand and official seal.



BILLY RAY SMITH
NOTARY PUBLIC - STATE OF MISSOURI
CLAY COUNTY
MY COMMISSION EXPIRES JULY 2, 1999

Billy Ray Smith
SIGNATURE OF NOTARY

EXHIBIT A

Description of Equipment:

Seventeen GP40 EMD Locomotives

Unit Numbers:

KCS 760	KCS 769
KCS 761	KCS 770
KCS 762	KCS 771
KCS 763	KCS 772
KCS 764	KCS 773
KCS 765	KCS 774
KCS 766	KCS 775
KCS 767	KCS 776
KCS 768	