

*Counter parts - McDonald*

**BALL JANIK LLP**

A T T O R N E Y S

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RECORDATION NO. 11873-SS FILED 1425 ✓

OCT 17 1996 4 30 PM

STATE COMMERCE COMMISSION

October 17, 1996

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

OCT 17 4 24 PM '96

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

Dear Secretary Williams:

I have enclosed four originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Termination of Security Agreement, a secondary document, dated as of October 16, 1996. The primary document to which this is connected is recorded under Recordation No. 11873. We request that this document be recorded under Recordation No. 11873-SS.

The name and address of the party to the Termination of Security Agreement are:

Releasing/Secured Party

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

A description of the equipment covered by the Termination of Security Agreement consists of 16 GP-40 EMD locomotives numbered KCS 4780 through 4795, inclusive.

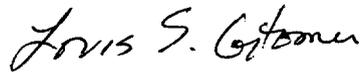
A fee of \$22.00 is enclosed. Please return three originals to:

Louis E. Gitomer  
Of Counsel  
Ball Janik LLP  
Suite 225  
1455 F Street, N.W.  
Washington, DC 20005

Honorable Vernon A. Williams  
October 15, 1996  
Page 2

A short summary of the document to appear in the index follows: a Termination of Security Agreement by UMB Bank, N.A., 1010 Grand Boulevard, Kansas City, Missouri 64105-1804, releasing security interest covering 16 GP-40-2 locomotives numbered KCS 4780-4795, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20425-0001

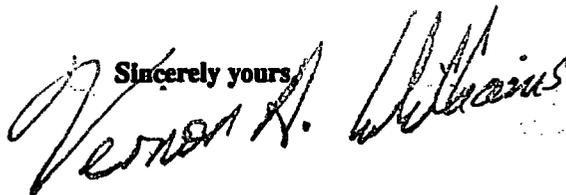
10/17/96

Louis E. Gitomer  
Of Counsel  
Ball Janik LLP  
1455 F Street, NW., Ste. 225  
Washington, DC., 20005

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 10/17/96 at 4:30PM, and assigned recordation number(s) 11873-SS, 11873-TT and 13340-C.

Sincerely yours

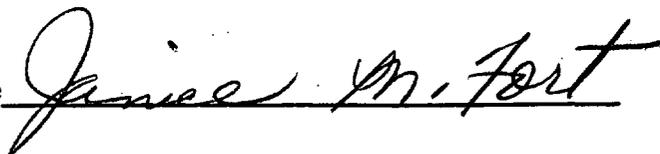


Vernon A. Williams  
Secretary

Enclosure(s)

\$ 66.00 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



RECORDATION NO. 11873 FILED 1425 -SS

TERMINATION OF SECURITY AGREEMENT

OCT 6 7 1996 4:12 PM

INTERSTATE COMMERCE COMMISSION

THIS TERMINATION OF SECURITY AGREEMENT ("Termination") is made as of October 16, 1996 by UMB BANK, N.A. (the "Agent"), successor in interest to UNITED MISSOURI CITY BANK, 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 Conditional Assignment (Rolling Stock and Other Equipment) dated as of December 31, 1983, 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 Conditional Assignment, dated as of December 31, 1983, 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. 11873-00 filed on August 3, 1984.

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: 

Title: EXEC. V. P.

Date: 10/16/96

STATE OF MISSOURI )  
 ) ss.  
COUNTY OF JACKSON )

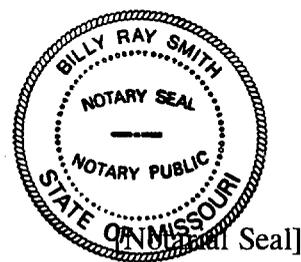
On Oct. 16<sup>th</sup>, 1996, before me, Billy Ray Smith  
personally appeared AUGUST F. PAGE, E.V.P. of  
WING BANK INC.

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  
SIGNATURE OF NOTARY



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

**EXHIBIT A**

Description of Equipment:

Sixteen GP40 EMD Locomotives

Unit Numbers:

KCS 4780    KCS 4789  
KCS 4781    KCS 4790  
KCS 4782    KCS 4791  
KCS 4783    KCS 4792  
KCS 4784    KCS 4793  
KCS 4785    KCS 4794  
KCS 4786    KCS 4795  
KCS 4787  
KCS 4788