

RECORDATION NO. 15042-B
FILED 1425
MAR 19 1997

ALVORD AND ALVORD
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

March 19, 1997

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

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Release of Security Interest, dated March 18, 1997, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Conditional Sale Agreement and Assignment previously filed with the Board under Recordation Number 15042.

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

- Purchaser: Dakota, Minnesota & Eastern Railroad Corporation
337 22nd Avenue South
Brookings, South Dakota 57006
- Assignee: Union Pacific Railroad Company
(successor to Chicago and North Western
Transportation Company)
1416 Dodge Street
Omaha, Nebraska 68179

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

eighteen (18) locomotives set forth on Exhibit A attached thereto

Edward M. Lewis
Counterparts

Mr. Vernon A. Williams
March 19, 1997
Page 2

Also enclosed is a check in the amount of \$24.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "R. Alvord", written in black ink.

Robert W. Alvord

RWA/bg
Enclosures

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

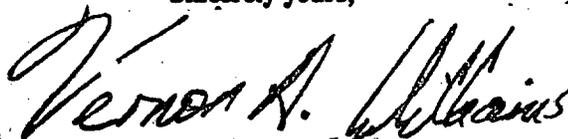
3/19/97

Robert W. Alvord
Alvord And Alvord
918 Sixteenth Street, NW., Ste. 200
Washington, DC., 20006-2973

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 3/19/97 at 3:25PM, and assigned recordation number(s) 17912-D, 17912-E, 17912-F, 19542-D, 15042-B and 15150-A.

Sincerely yours,

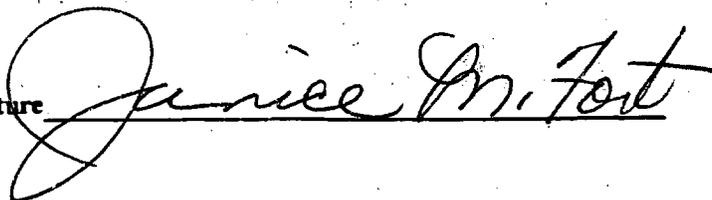


Vernon A. Williams
Secretary

Enclosure(s)

\$ 144.00 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. 15042-B FILED 1425
MAR 18 1997 3:25 PM

RELEASE OF SECURITY INTEREST

Union Pacific Railroad Company, successor by merger to Chicago and North Western Railway Company, formally known as Chicago and North Western Transportation Company, for good and valuable consideration (the receipt and sufficiency of which are hereby acknowledged), hereby terminates, releases, and discharges its security interest in and to the 18 railroad locomotives described on Exhibit A attached hereto.

Such security interest was granted pursuant to the Conditional Sale Agreement dated as of August 1, 1986 between North Western Leasing Company and Dakota, Minnesota & Eastern Railroad Corporation, subsequently assigned by North Western Leasing Company to Chicago and North Western Transportation Company by that certain Agreement and Assignment dated as of August 1, 1986 (recordation number 15042, recorded at the Interstate Commerce Commission on September 3, 1986).

March 18, 1997

UNION PACIFIC RAILROAD COMPANY

By: Jack Koraleski
Jack Koraleski
Title: Executive Vice President Finance &
Administration

State of Nebraska)
County of Douglas) ss

On the 18th day of March, 1997, before me personally came Jack Koraleski, known to me, who, being by me duly sworn, says that (s)he is a(n) employee of Union Pacific Railroad Company, and that the foregoing instrument was signed on behalf of that corporation by authority of its Board of Directors.

Elaine H Myers
Notary Public

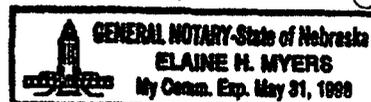


EXHIBIT A

Number
of Items

Description

18

Used Model GP-9 Locomotives
(as identified by the following
unit numbers)

<u>CNW</u>		<u>DME</u>
CGW	6601	DME 6601
CGW	6602	DME 6602
CGW	6604	DME 6604
CGW	6605	DME 6605
CGW	6606	DME 6606
CGW	6609	DME 6609
CGW	6610	DME 6610
CGW	6611	DME 6611
CGW	6612	DME 6612
CGW	6613	DME 6613
CGW	6614	DME 6614
CGW	6615	DME 6615
CNW	6616	DME 6616
CNW	6617	DME 6617
CNW	6618	DME 6618
CNW	6619 (the Hulk)	DME 6619
CNW	6620	DME 6620
CNW	6621	DME 6621