

RECORDATION NO. 10534 FILED ✓

AUG 13 '99

11-00AM

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OF COUNSEL
URBAN A. LESTER

Jim Bartman

August 13, 1999

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 *Partial Release of Security Interest*, dated July 20, 1999, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement and Assignment of Lease filed with the Commission under Recordation Number 10534.

The name and address of the party to the enclosed document are:

Secured Party: BTM Capital Corporation
125 Summer Street
Boston, Massachusetts 02110

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

Five (5) locomotives: BN 5025, BN 5037, BN 5038, BN 5042 and BN 5044

Mr. Vernon A. Williams
August 13, 1999
Page 2

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

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

Very truly yours,



fed

Robert W. Alvord

RWA/bg
Enclosures

PARTIAL RELEASE OF SECURITY INTEREST JUNE 13 '99 11-00AM

The undersigned, BTM CAPITAL CORPORATION, Secured Party, for good and valuable consideration, the receipt and sufficiency of which are acknowledged, hereby terminates, releases and discharges its security interest in and to the following railroad equipment:

Five (5) General Electric C30-7 locomotives bearing BN reporting marks
and road numbers 5025, 5037, 5038, 5042 and 5044

Such security interest was granted pursuant to: (1) the Security Agreement and Assignment of Lease, dated as of December 31, 1997, by Locomotive Leasing Associates, L.L.C, in favor of the Secured Party (Recordation Numbers 10534-P and 10534-Q, recorded with the Surface Transportation Board on December 31, 1997 at 11:45 a.m.); and (2) the Subordination Agreement, dated as of December 31, 1997 by Momentum Leasing Advisors, LLC in favor of the Secured Party (Rec. No. 10534-R, recorded with the Surface Transportation Board on December 31, 1997 at 11:45 a.m.).

Nothing herein contained shall be deemed to discharge, terminate or release any other collateral held by Secured Party or any other assets or property encumbered by the aforesaid Security Agreement, Assignment of Lease and Subordination Agreement in favor of Secured Party.

Dated this 20 day of July, 1999.

BTM CAPITAL CORPORATION

By: Rory P. Zaig ^{BPC}

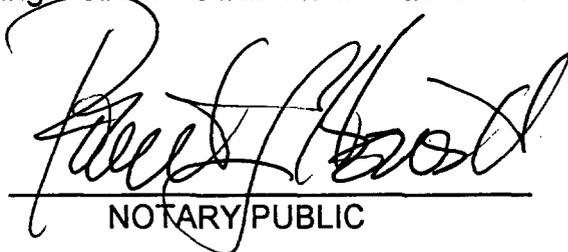
Title: Senior Vice President

STATE OF Massachusetts)

COUNTY OF Suffolk)

SS.

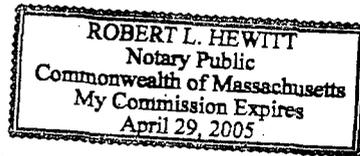
On this 20 day of July, 1999, before me personally appeared Bry P. Laughna, to me personally known, who being by me duly sworn, says that (s) he a Senior Vice President, of BTM CAPITAL CORPORATION and that said instrument was signed on behalf of said corporation, by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



NOTARY PUBLIC



(Notarial Seal)



My Commission expires: