

\$15.00

WEINER, McCAFFREY, BRODSKY, KAPLAN & LEVIN, P.C.

ATTORNEYS AT LAW

SUITE 800

1350 NEW YORK AVENUE, N.W.  
WASHINGTON, D.C. 20005-4797

(202) 628-2000

TELECOPIER (202) 628-2011

LAURENCE R. LATOURETTE  
RANDAL D. SHIELDS  
RICHARD J. ANDREANO, JR.  
CHRISTOPHER E. HAGERUP  
C. A. AVRAKOTOS\*  
STEPHEN D. NILES  
JEFFREY A. SOULE\*  
THOMAS LAWRENCE III\*  
PAUL A. MONDOR\*  
JILL M. HAWKEN\*  
NATHAN L. KATZ\*  
STEPHEN W. McVEARRY\*

RECORDATION NO 15036-0 FILED 105

NOV 13 1990 - 9:50 AM

INTERSTATE COMMERCE COMMISSION

November 13, 1990

NOT ADMITTED IN D.C.

0-317A002

HARVEY E. WEINER  
R. LAWRENCE McCAFFREY, JR.  
JAMES A. BRODSKY  
PETER E. KAPLAN  
IRVING P. MARGULIES  
MARK M. LEVIN  
PETER A. GILBERTSON  
MARK H. SIDMAN  
L. MARK WINSTON  
THOMAS A. BROOKS  
RICHARD J. MELNICK  
MITCHEL H. KIDER

PATRICIA L. PAYNE  
JAY A. STEPHENS  
OF COUNSEL

The Honorable Sidney L. Strickland  
Secretary  
Interstate Commerce Commission  
12th Street & Constitution Avenue, N.W.  
Washington, D.C. 20423

Re: Transmittal Letter For a Partial Release of Liens

Dear Mr. Strickland:

Please find enclosed an original and one true copy of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a Partial Release of Liens, a secondary document, dated November 9, 1990.

The primary document to which this is connected, is recorded under Recordation No. 15036.

The names and addresses of the parties to the documents are as follows:

Vendor, Lessor, Mortgagor, etc.:

First National Bank of Boston  
100 Federal Street  
Boston, MA 02110

Vendee, Lessee, Mortgagee, etc.:

Paducah & Louisville Railway, Inc.  
1500 Kentucky Avenue  
Paducah, KY 42003

NOV 13 9 49 AM '90  
PHOTO COPYING UNIT

*James M. McBean*  
*Charles J. Payne*

Hon. Sidney L. Strickland -2-

November 13, 1990

A description of the equipment covered by the document is attached as Exhibit A.

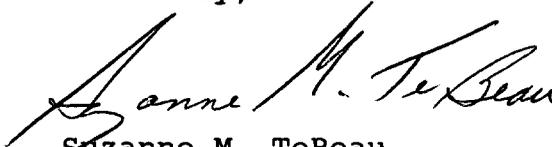
A fee of \$15.00 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation, to Paducah & Louisville Railway, Inc., to the attention of J. Thomas Garrett.

A short summary of the document to appear in the index follows:

A Partial Release of Liens to the Security Agreement with Recordation No. 15036 and the Restated Security Agreement with Recordation No. 15036-B, dated November 9, 1990 and covering thirty (30) SD45 locomotives originally manufactured by Electro-Motive Division (EMD) General Motors Corporation, and twenty-five (25) GP35 locomotives originally manufactured by EMD General Motors Corporation.

If you have any questions regarding this filing please contact me at 628-2000.

Sincerely,

  
Suzanne M. TeBeau  
Senior Law Clerk

**Interstate Commerce Commission**  
Washington, D.C. 20423

11/13/90

OFFICE OF THE SECRETARY

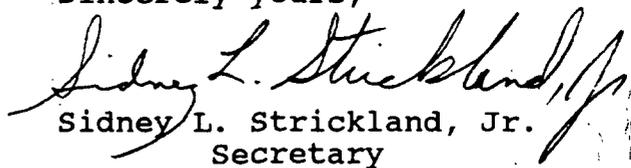
**& Suzanna M TeBeau**

Weiner McCaffrey Brodsky, Kaplan & Levin  
1350 New York Avenue N.W.  
Washington, D.C. 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 11/13/90 at 9:50am, and assigned recordation number(s). 15036-C & 15652-E

Sincerely yours,

  
Sidney L. Strickland, Jr.  
Secretary

RECORDATION NO. 15036-C FILED 1423

NOV 13 1990 -9 50 AM  
INTERSTATE COMMERCE COMMISSION

PARTIAL RELEASE OF LIENS

THIS PARTIAL RELEASE dated this 9<sup>th</sup> day of November, 1990, between First National Bank of Boston as Agent, 100 Federal Street, Boston, MA 02110 ("Secured Party") and Paducah & Louisville Railway, Inc., 1500 Kentucky Avenue, Paducah, KY 42003 ("Debtor").

W I T N E S S E T H:

WHEREAS, Secured Party and Debtor are parties to a Security Agreement dated August 27, 1986, and restated by Restated Security Agreement dated as of November 18, 1988, ("Restated Security Agreement") recorded with the Interstate Commerce Commission ("ICC") under Recordation Nos. 15036 and 15036-B, respectively whereby Debtor granted to Secured Party a security interest (the "Security Interest") in certain locomotives, rail cars and other rolling stock and equipment (the "Collateral"); and

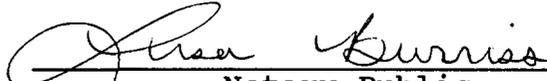
WHEREAS, the parties hereto desire to release a portion of the Collateral from the Security Interest;

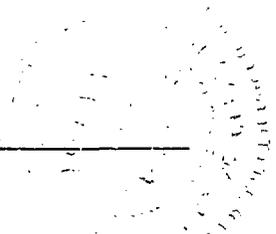
NOW THEREFORE, for good and valuable consideration receipt of which is hereby acknowledged, the parties agree as follows:

1. The Secured Party does hereby release the locomotives shown on attached Exhibit "A" (the "Released Locomotives") from the Security Interest and any and all liens against the Released

District of Columbia, ss:

The foregoing copy of the Partial Release of Liens was compared by me, with the original Partial Release of Liens, on this 12th day of November, 1990, and found to be complete and identical in all respects to the original document.

  
\_\_\_\_\_  
Notary Public



My Commission Expires September 14, 1995.

My commission expires: \_\_\_\_\_