

BALL JANIK LLP

A T T O R N E Y S

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April 7, 1999

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

RECORDATION NO. 17162-B FILED

APR 7 '99 3-20PM

Dear Secretary Williams:

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

The document is an Instrument of Satisfaction and Release, a secondary document, dated as of October 30, 1998. The primary document to which this is connected is recorded under Recordation No. 17162. We request that this document be recorded under Recordation No. 17162-B.

The name and address of the party to the Instrument of Satisfaction and Release is:

Secured Party:

Finova Capital Corporation, formerly known as Greyhound Financial Corporation
115 West Century Road
Paramus, NJ 07653

A description of the equipment covered by the Instrument of Satisfaction and Release consists of seven GP-7 locomotives numbered 2174, 2178, 2184, 2186, 2187, 2188, and 2191.

A fee of \$26.00 is enclosed. Please return one original to:

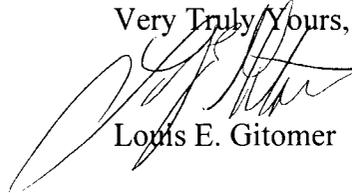
Louis E. Gitomer
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A short summary of the document to appear in the index follows: an Instrument of Satisfaction and Release by Finova Capital Corporation, formerly known as Greyhound Financial Corporation, 115 West Century Road, Paramus, NJ 07653, covering seven GP-7 locomotives numbered 2174, 2178, 2184, 2186, 2187, 2188, and 2191.

Very Truly Yours,

A handwritten signature in black ink, appearing to read 'Louis E. Gitomer', is written over the typed name. The signature is fluid and cursive, with a large initial 'L' and 'G'.

Louis E. Gitomer

Enclosures

INSTRUMENT OF SATISFACTION AND RELEASE (the "INSTRUMENT"), dated as of October 30, 1998, by FINOVA CAPITAL CORPORATION formerly known as GREYHOUND FINANCIAL CORPORATION ("GREYHOUND").

WITNESSETH

WHEREAS, by Chattel Mortgage and Security Agreement, dated as of December 27, 1990, SOUTH KANSAS AND OKLAHOMA RAILROAD, INC. ("SOUTH KANSAS"), as mortgagor, pledged as security to GREYHOUND, as mortgagee, seven GP-7 locomotives numbered 2174, 2178, 2184, 2186, 2187, 2188, and 2191 (the "Locomotives");

WHEREAS, the Chattel Mortgage and Security Agreement was filed and recorded at the Interstate Commerce Commission (the "ICC") on January 2, 1990 in Recordation No. 17162;

WHEREAS, by an Assignment of Leases, dated as of December 27, 1990, SOUTH KANSAS assigned as security under the Chattel Mortgage and Security Agreement to GREYHOUND certain subleases of the Locomotives;

WHEREAS, the Assignment of Leases was filed and recorded at the ICC on January 2, 1990 in Recordation No. 17162-A;

WHEREAS, GREYHOUND desires to execute this Instrument to evidence for the public record the satisfaction and release of all of its rights and obligations under the Chattel Mortgage and Security Agreement and the Assignment of Leases with respect to the Locomotives.

NOW, THEREFORE, in consideration of the premises:

GREYHOUND does hereby acknowledge and confirm for the public record the satisfaction and release of all of its rights and obligations arising under the Chattel Mortgage and Security Agreement and the Assignment of Leases with respect to the Locomotives. GREYHOUND does hereby acknowledge and agree that all of the monetary obligations of SOUTH KANSAS under the Chattel Mortgage and Security Agreement and the Assignment of Leases have been fully discharged and satisfied and GREYHOUND does hereby release its security interest in all of the Locomotives and Chattel Mortgage and Security Agreement and the Assignment of Leases with regard to the Locomotives.

IN WITNESS WHEREOF, GREYHOUND has executed or caused this Instrument to be executed as of the date first above written.

by FINOVA CAPITAL CORPORATION
formerly known as
GREYHOUND FINANCIAL CORPORATION
By: Sandra K. McDonough
Name: Sandra K. McDonough
Its: VICE PRESIDENT

RECORDATION NO. 17162-B

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State of Ariz)
County of Maricopa) ss.

On this 30 day of March, 1999, before me personally appeared Sandra J. McDonald to me personally known, who, being by me duly sworn, says that (s)he is She VP of Finova Capital Corporation formerly known as Greyhound Financial Corporation, and that (s)he is duly authorized to sign the foregoing instrument on behalf of Finova Capital Corporation and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed Finova Capital Corporation.

Maria C. Gutierrez
Notary Public

My commission expires:

