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April 7, 1999

RECORDATION NO.

17407-C
FILED

APR 7 '99

3-20 PM



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

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 29, 1998. The primary document to which this is connected is recorded under Recordation No. 17407. We request that this document be recorded under Recordation No. 17407-C.

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

Secured Party:

Bank IV Pittsburg, National Association
Third and Broadway
Pittsburg, KS 66762

A description of the equipment covered by the Instrument of Satisfaction and Release consists of all now owned and hereafter acquired property, including: (1) three SW-1200 locomotives numbered WATX 1, 2, and 3; (2) four CF-7 locomotives numbered WATX 4, 5, 6, and 7; (3) one SW-1000 locomotive numbered WATX 8; (4) two SW-1200 locomotives numbered WATX 9 and 10; (5) one CF-7 locomotive numbered WATX 11/WATX 103; (6) two GP-7 1500 HP locomotives numbered WATX 17 and 18; (7) one SW-1200 locomotive numbered WATX 19; (8) one CF-7 locomotive numbered WATX 1002; (9) two GP-7 1500 HP locomotives numbered WATX 1003 and 1004; (10) five GP-7 1500 HP locomotives numbered SEK 102, 103, 106, 117, and 123; (11) one SW-1500 locomotive numbered SEK 143; (12) one CF-7 1500 HP locomotive numbered SEK 1001/DCF&B 1001; (13) one CF-7 1500 HP

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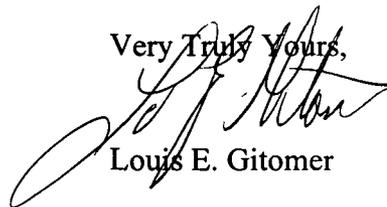
locomotive numbered ORR 1000; and (14) seven GP-7 1500 HP locomotives numbered SKO 2174, 2178, 2184, 2186, 2187, 2188, and 2191.

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

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

A short summary of the document to appear in the index follows: an Instrument of Satisfaction and Release by Bank IV Pittsburg, National Association, Third and Broadway, Pittsburg, KS 66762, covering all now owned and hereafter acquired property, including: (1) three SW-1200 locomotives numbered WATX 1, 2, and 3; (2) four CF-7 locomotives numbered WATX 4, 5, 6, and 7; (3) one SW-1000 locomotive numbered WATX 8; (4) two SW-1200 locomotives numbered WATX 9 and 10; (5) one CF-7 locomotive numbered WATX 11/WATX 103; (6) two GP-7 1500 HP locomotives numbered WATX 17 and 18; (7) one SW-1200 locomotive numbered WATX 19; (8) one CF-7 locomotive numbered WATX 1002; (9) two GP-7 1500 HP locomotives numbered WATX 1003 and 1004; (10) five GP-7 1500 HP locomotives numbered SEK 102, 103, 106, 117, and 123; (11) one SW-1500 locomotive numbered SEK 143; (12) one CF-7 1500 HP locomotive numbered SEK 1001/DCF&B 1001; (13) one CF-7 1500 HP locomotive numbered ORR 1000; and (14) seven GP-7 1500 HP locomotives numbered SKO 2174, 2178, 2184, 2186, 2187, 2188, and 2191.

Very Truly Yours,



Louis E. Gitomer

Enclosures

INSTRUMENT OF SATISFACTION AND RELEASE (the "INSTRUMENT"), dated as of October 21, 1998, by BANK IV PITTSBURG, NATIONAL ASSOCIATION ("BANK IV").

WITNESSETH

WHEREAS, by Security Agreement, dated as of June 28, 1991, as amended, WATCO, INC. ("WATCO"), as borrower, pledged as security to BANK IV, as secured party, all now owned and hereafter acquired property, including: (1) three SW-1200 locomotives numbered WATX 1, 2, and 3; (2) four CF-7 locomotives numbered WATX 4, 5, 6, and 7; (3) one SW-1000 locomotive numbered WATX 8; (4) two SW-1200 locomotives numbered WATX 9 and 10; (5) one CF-7 locomotive numbered WATX 11/WATX 103; (6) two GP-7 1500 HP locomotives numbered WATX 17 and 18; (7) one SW-1200 locomotive numbered WATX 19; (8) one CF-7 locomotive numbered WATX 1002; (9) two GP-7 1500 HP locomotives numbered WATX 1003 and 1004; (10) five GP-7 1500 HP locomotives numbered SEK 102, 103, 106, 117, and 123; (11) one SW-1500 locomotive numbered SEK 143; (12) one CF-7 1500 HP locomotive numbered SEK 1001/DCF&B 1001; (13) one CF-7 1500 HP locomotive numbered ORR 1000; and (14) seven GP-7 1500 HP locomotives numbered SKO 2174, 2178, 2184, 2186, 2187, 2188, and 2191 (including hereafter acquired property, all referred to as the "Locomotives");

WHEREAS, the Security Agreement was filed and recorded at the Interstate Commerce Commission on July 1, 1991 in Recordation No. 17407;

WHEREAS, BANK IV desires to execute this Instrument to evidence for the public record the satisfaction and release of all of its rights and obligations under the Security Agreement with respect to the Locomotives.

NOW, THEREFORE, in consideration of the premises:

BANK IV does hereby acknowledge and confirm for the public record the satisfaction and release of all of its rights and obligations arising under the Security Agreement with respect to the Locomotives. BANK IV does hereby acknowledge and agree that all of the monetary obligations of WATCO under the Security Agreement have been fully discharged and satisfied and BANK IV does hereby release its security interest in all of the Locomotives and Security Agreement with regard to the Locomotives.

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

RECORDATION NO. 17407-C FILED

APR 7 '99

3-20PM

BANK IV PITTSBURG, NATIONAL ASSOCIATION

By: [Signature]

Name: Michael W. Slack

Its: President

As used in this document, all references to "Bank", "Bank IV", "Quartermen's National Bank", NationsBank, N.A. (Mid-West) or to any predecessor institution shall mean NationsBank, N.A.

State of Kansas)
) ss.
County of Crawford)

On this 29th day of October, 1998, before me personally appeared Michael W. Slack, to me personally known, who, being by me duly sworn, says that (s)he is President of Bank IV Pittsburg, National Association, and that (s)he is duly authorized to sign the foregoing instrument on behalf of Bank IV Pittsburg, National Association and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of Bank IV Pittsburg, National Association.



Patti Ballard
Notary Public

As used in this document, all references to "Bank", "Bank IV", "Boatmen's National Bank", NationsBank, N.A. (Mid-West) or to any predecessor institution shall mean NationsBank, N.A.

My commission expires: 8-3-02