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RECORDATION NO. 17636-A
FILED 1100

JUL 6 1994 - 11 10 AM

INTERSTATE COMMERCE COMMISSION

July 6, 1994

0100300039

Direct Dial: (202)466-6532

Honorable Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, DC 20423

LICENSING DIVISION

JUL 6 11 05 AM '94

Dear Secretary Strickland:

I have enclosed two certified copies of the document described below, to be recorded pursuant to 49 U.S.C. § 11303.

The document is an Instrument of Partial Satisfaction and Release, a secondary document, dated as of June 29, 1994. The primary document to which this is connected is recorded under Recordation No. 17636. We request that this document be recorded under Recordation No. 17636-A.

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

Lender:

LaSalle National Bank
120 South LaSalle Street
Chicago, IL 60603

A description of the equipment covered by the Instrument of Partial Satisfaction and Release consists of six locomotives numbered SP 9074, SP 9130, BN 6552, SP 9020, UP 3008, and UP 3028.

counterpart Judith McDonald

BALL, JANIK & NOVACK

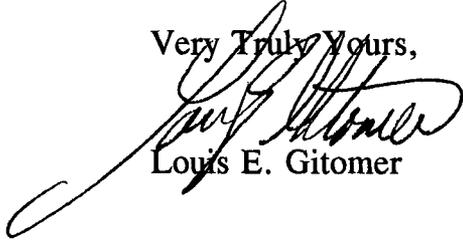
Honorable Sidney L. Strickland, Jr.
July 6, 1994
Page 2

A fee of \$18.00 is enclosed. Please return one certified copy to:

Louis E. Gitomer
Ball, Janik & Novack
Suite 1035
1101 Pennsylvania Avenue, N.W.
Washington, DC 20004

A short summary of the document to appear in the index follows: an Instrument of Partial Satisfaction and Release by LaSalle National Bank, 120 South LaSalle Street, Chicago, IL 60603, covering six locomotives numbered SP 9074, SP 9130, BN 6552, SP 9020, UP 3008, and UP 3028.

Very Truly Yours,



Louis E. Gitomer

Enclosure

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

JULY 6, 1994

LOUIS E. GITOMER
BALL, JANIK & NOVACK
1101 PENNSYLVANIA AVE., NW SUITE 1035
WASHINGTON DC 20004

Dear MR. GITOMER:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/6/94 at 11:10AM, and assigned recordation number(s). 17636-A

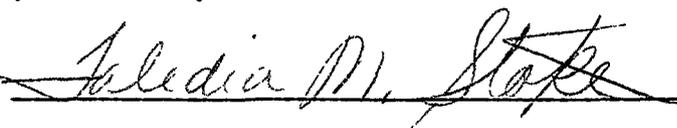
Sincerely yours,

Sidney L. Strickland, Jr.
Secretary

Enclosure(s)

\$ 18.00 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 stamped 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



INSTRUMENT OF PARTIAL SATISFACTION AND RELEASE (the "INSTRUMENT"), dated as of June 29, 1994, by LASALLE NATIONAL BANK ("LASALLE")

WITNESSETH

WHEREAS, by a Loan and Security Agreement ("Security Agreement"), dated as of December 18, 1991, between LASALLE, as Lender, and NATIONAL RAILWAY EQUIPMENT CO. ("NATIONAL"), as Borrower, which was recorded at the Interstate Commerce Commission (the "Commission") on December 19, 1991 in Recordation No. 17636 NATIONAL pledged certain assets to LASALLE,

WHEREAS, by an Agreement In Principal ("Agreement"), dated November 30, 1993, NATIONAL, as seller, sold to MORRISON KNUDSEN LOCOMOTIVE DIVISION, as buyer, six locomotive cores and material numbered SP 9074, SP 9130, BN 6552, SP 9020, UP 3008, and UP 3028 (the "Sale Equipment");

WHEREAS, the LASALLE desires to execute this instrument to evidence for the public record the satisfaction and release of all the obligations of NATIONAL and rights of LASALLE to the Sale Equipment under the Security Agreement.

NOW, THEREFORE, in consideration of the premises:

LASALLE does hereby acknowledge and confirm for the public record the satisfaction and release of its security interest, and all rights and obligations arising under the Security Agreement with respect to the Sale Equipment

IN WITNESS WHEREOF, LASALLE has executed or caused this Instrument to be executed as of the dated first above written

LASALLE NATIONAL BANK
By: [Signature]
Its: [Signature]

RECORDATION NO. 17636-A FILED 1994

JUL 6 1994 - 11 10 AM

INTERSTATE COMMERCE COMMISSION

STATE OF Ill)
COUNTY OF Cook) ss:

On this 29th day of June 1994, before me personally appeared Tony J. LaSalle, to me personally known, who, being by me duly sworn, did say that he is an Authorized Officer of LaSalle National Bank, that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its a Board of Directors; and that he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)

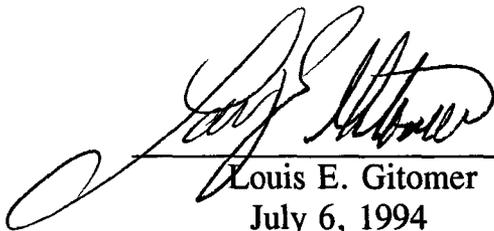
Genevieve Padilla
Signature of Notary Public

My Commission Expires.



CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy to the Instrument of Partial Satisfaction and Release, dated as of June 29, 1994, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



Louis E. Gitomer
July 6, 1994