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17636-D

December 29, 1994

DEC 29 1994 -3 PM

INTERSTATE INSTRUMENT RECORDATION

Honorable Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, DC 20423

Dear Secretary Williams:

I have enclosed the original and 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, dated as of December 22, 1994, a secondary document. 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-D.

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

Assignee:

LaSalle National Bank
120 South LaSalle Street
Chicago, Illinois 60603

A description of the equipment covered by the document consists of eight locomotives originally numbered UP 3027, and NRL 6520, 6496, 6435, 3000, 3057, 3103 and 6567.

A fee of \$21.00 is enclosed. Please return the original and one certified copy to:

Karl Morell
of Counsel
Ball, Janik & Novack
Suite 1035
1101 Pennsylvania Avenue, N.W.
Washington, DC 20004

LICENSING DIVISION
RECORDATION SECTION
DEC 29 1994

BALL, JANIK & NOVACK

Honorable Vernon A. Williams
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A short summary of the document to appear in the indexes follows: an Instrument of Partial Satisfaction and Release by LaSalle National Bank, 120 South LaSalle Street, Chicago, Illinois 60603, covering eight locomotives originally numbered UP 3027 and NRL 6520, 6496, 6435, 3000, 3057, 3103 and 6567.

Very Truly Yours,

Karl Morell
Karl Morell

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

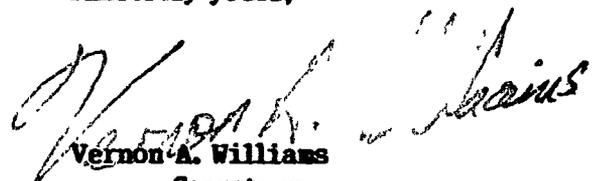
12/29/94

Karl Morell
Ball, Janik & Novack
1101 Pennsylvania Ave., NW., Ste. 1035
Washington, DC. 20004

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 12/29/94 at 3:35PM, and assigned recordation number(s) 17636-D, 18859-H and 18859-I.

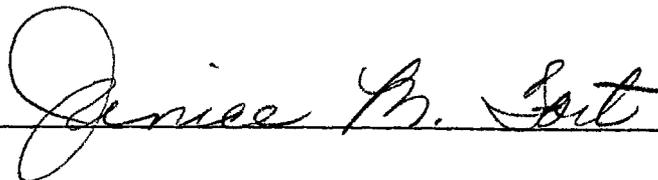
Sincerely yours,


Vernon A. Williams
Secretary

Enclosure(s)

\$ 63.00 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 typed 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



SENT BY: BOISE, ID

:12-15-94 : 12:02 :

HAWLEY TROXELL-

708 388 2487:# 3/ 4

RECORDATION NO. 17636 FILED 1425

DEC 29 1994 -3 25 PM

PARTIAL SATISFACTION AND RELEASE

INSTRUMENT OF PARTIAL SATISFACTION AND RELEASE (the "Instrument"), dated as of December 22, 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, subsequent to the filing of the Security Agreement, National, as seller, sold to MORRISON KNUDSEN LOCOMOTIVE DIVISION, as buyer, locomotive units and material numbered UP 3027, NRL 6520, NRL 6496, NRL 6435, NRL 3000, NRL 3057, NRL 3103 and NRL 6567 (the "Sale Equipment");

WHEREAS, 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 date first above written.

LASALLE NATIONAL BANK

By Randy J. Lubin
Its Senior Vice President

SENT BY:BOISE, ID

;12-15-94 ; 12:03 ;

HAWLEY TROXELL-

708 388 2487:# 4/ 4

STATE OF ILLINOIS)
County of Cook) SS:

On this 22nd day of December, 1994, before me, personally appeared Bruce S. Lukan, 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 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, KARL MORELL, have compared this copy to the original Instrument of Partial Satisfaction and Release, dated as of December 22, 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.

A handwritten signature in cursive script that reads "Karl Morell". The signature is written in black ink and is positioned above a horizontal line.

Karl Morell

December 29, 1994