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20006-2973

OF COUNSEL
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RECORDED NO. 17636-F FILED 1425

May 3, 1996

MAY 6 1996 -11 40 AM

Mr. Vernons A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Partial Release, dated as of May 1, 1996, a secondary document as defined in the Commission's Rules for the Recordation of Documents.

The enclosed document relates to the Loan and Security Agreements, which were previously filed with the Commission under Recordation Number 17636 and ~~10000~~.

The name and address of the party to the enclosed document are:

Secured Party LaSalle National Bank
120 South LaSalle Street
Chicago, Illinois 60603

A description of the railroad equipment covered by the enclosed document is:

Six (6) locomotives identified on Schedule I to the Partial Release

CountryPart - Q.L.

Mr. Vernon A. Williams
May 3, 1996
Page 2

Also enclosed is a check in the amount of \$21 00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg
Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20427-0001

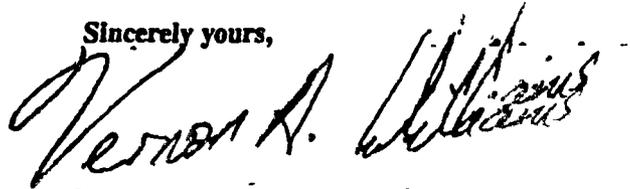
5/6/96

Robert W. Alvord
Alvord And Alvord
918 Sixteenth Street, NW., Ste. 200
Washington, DC., 20006-2973

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 5/6/96 at 11:40AM , and assigned recordation number(s). 17636-F, 18810-A and 19632-A

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



RECORDED TO 17636 F FILED 1425
MAY 6 - 1996 - 11 40 AM

PARTIAL RELEASE

LASALLE NATIONAL BANK, a national banking association, with a mailing address of 120 South LaSalle Street, Chicago, Illinois 60603 hereby releases all of its right, title and interest in and to, the locomotives more specifically described on Schedule 1 attached hereto. The documents to which this Partial Release relates were recorded with the Interstate Commerce Commission under Recordation Number 17636 and Recordation Number 19632 .

IN WITNESS WHEREOF, LASALLE NATIONAL BANK has caused this Partial Release to be signed as of May 1, 1996.

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

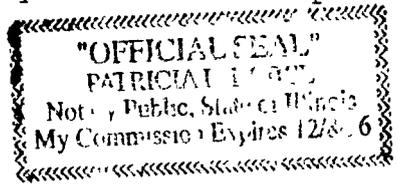
STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

I, the undersigned, a Notary Public in and for the said County, in the State aforesaid, do hereby certify that BRIAN GREENBLATT, as Vice President of LASALLE NATIONAL BANK, who is personally known to me to be the same person whose name is subscribed to the foregoing instrument appeared before me this day in person and acknowledged that he signed and delivered the said instrument as his own free and voluntary act and as the free and voluntary act of said association, for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal, this 1st day of May, 1996.

[Signature]
Notary Public

My Commission Expires:



SCHEDULE 1

Six (6) General Motors Electro-Motive Division Model SD 40, 3,000 horsepower, dynamic brake equipped, diesel-electric locomotives bearing the following Unit reporting marks and numbers:

DME 4000 (formerly "UP 180")

DME 4001 (formerly "UP 181")

DME 4002 (formerly "UP 643")

DME 4003 (formerly "UP 608")

DME 4004 (formerly "UP 622")

DME 4005 (formerly "UP 631")

District of Columbia : SS

I, ROBERT W. ALVORD, being duly sworn do hereby certify that the attached "Partial Release" dated May 1, 1996, for LaSalle National Bank, is a true and complete copy of the original thereof.


ROBERT W. ALVORD

Subscribed and sworn to before me this 2nd day of May, 1996.


NOTARY PUBLIC



My Commission expires: 3-31-2000