

THE KANSAS CITY SOUTHERN RAILWAY COMPANY

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April 19, 1994

Interstate Commerce Commission  
Room 2303  
12th Street and Constitution Avenue, N.W.  
Washington, D.C. 20423

Attention. Ms. Mildred Lee

Ladies and Gentlemen:

Enclosed for filing with the Commission pursuant to Section 11303(a) of Title 49 of the U.S. Code are two originally executed and notarized copies of the document described below.

This document is a release of a Security Agreement, dated as of December 31, 1991 (the "Security Agreement"), between TennRail Corporation (the "Debtor") and The First National Bank of Boston, as agent (the "Secured Party"), covering the Debtor's rolling stock. This Release is a secondary document and terminates the Security Agreement which is a primary document.

This release terminates the Secured Party's lien on the railroad cars, locomotives and other rolling stock covered by the Security Agreement which was filed with the Commission on December 31, 1991 as document No. 17652.

A short summary of the document to appear in the index is as follows:

"Release of Security Agreement, dated as of April 11, 1994, as a termination of the Security Agreement dated as of December 31, 1991 and recorded as document No. 17652 between TennRail Corporation, as the debtor, and The First National Bank of Boston, as agent, as the secured party."

Also enclosed is a check in the amount of eighteen dollars (\$18.00) payable to the Interstate Commerce Commission, to cover the recording fee prescribed by the Commissioner in its rules and regulations.

RECORDATION NO. 17652-B FILED 1425

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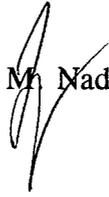
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Please acknowledge receipt of this document at your earliest convenience by returning to me, the enclosed copy of this letter together with a copy of the Release as filed.

If you have any questions with respect to the enclosed, please call me at 816-556-0384.

Sincerely,

  
Jay M. Nadlman

JMN:jar  
Enclosures

cc: John Scotto w/enclosures

Receipt Acknowledged:

Interstate Commerce Commission

By: \_\_\_\_\_  
Title:

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INTERSTATE COMMERCE COMMISSION

**RELEASE OF SECURITY AGREEMENT**

Dated as of December 31, 1991

**THE FIRST NATIONAL BANK OF BOSTON**, as agent (the "Agent") for itself and certain other lenders (the "Secured Parties"), this 11<sup>th</sup> day of April, 1994, releases the assets of **TENNRAIL CORPORATION** (the "Company") from the Security Agreement referred to below. Capitalized terms which are used herein without definition and which are defined in the Security Agreement referred to below shall have the same meanings herein as in the Security Agreement.

**WHEREAS**, the Company and the Agent are parties to that certain Security Agreement, dated as of December 31, 1991 (the "Security Agreement"); and

**WHEREAS**, the Company has repaid all amounts owing to the Secured Parties and all lending obligations of the Secured Parties to the Company have been terminated, and the Agent, with the consent of the Secured Parties, has therefore agreed to release the lien of the Security Agreement;

**NOW, THEREFORE**, in consideration of the foregoing premises, the Agent hereby agrees that the lien on the Rolling Stock and all other assets of the Company created by the Security Agreement is released.

**IN WITNESS WHEREOF**, the Agent has caused this Release to be executed by its duly authorized officer as of the date first set forth above.

**THE FIRST NATIONAL BANK  
OF BOSTON, as Agent**

By: *Michael J. Blöke*  
Title: *Director*

Commonwealth of Massachusetts)

) ss.

County of Suffolk )

On this 8 day of April, 1994, before me personally appeared Michael J. Blake, to me personally known, who, being by me duly sworn, says that he is Director of The First National Bank of Boston, and that he is duly authorized to sign the foregoing instrument on behalf of said banking association, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said banking association.

Lori B. Langer  
Notary Public



My commission expires:

**LORI B. LANGER**  
Notary Public  
My Commission Expires Feb. 24, 2000