



RECORDATION NO. 17661-A
MAR 19 1997 11:45 AM

MAR 19 11 45 AM '97

RECEIVED
SURFACE TRANSPORTATION
BOARD

February 19, 1997

Secretary, Interstate Commerce Commission
12th and Constitution Avenue NW
Room 2303
Washington, D. C. 20423

Dear Secretary:

I have enclosed an original and one counterpart of the document described below, to be recorded pursuant to Section of Title 49 of the United States Code.

This document is a Release of Security Agreement and a secondary document, dated the 19th day of February, 1997.

The primary documents to which this secondary document is connected is recorded under Recordation No. 17661.

The names and addresses of the parties to the documents are as follows:

Assignor/Debtor: Econo-Rail Corporation
P. O. Box 2701
Port Arthur, TX 77643-2701

Assignee/Secured Party: First Victoria National Bank
101 South Main Street
P. O. Box 1338
Victoria, TX 77902-1338

A description of the equipment covered by the documents is as follows:

Seven (7) railroad locomotives described as follows:

1. Five (5) model no. EMD-TE-53-14E, 1600 horsepower, car numbers 7601, 7602, 7603, 7604, 7605.
2. One (1) model no. EMD NW-2, 1000 horsepower, serial number 1337.
3. One (1) model no. GMCF-7, 1500 horsepower, serial number 2582.

Two (2) Morrison-Knudsen slugs, model no. 833B Class BB, car numbers 7606 and 7607, serial numbers 34237 and 34238.

A short summary of the document to appear in the index follows: Release of Security Agreement covering:

Seven (7) railroad locomotives described as follows:

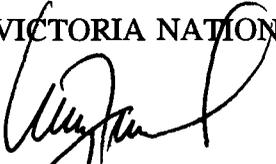
1. Five (5) model no. EMD-TE-53-14E, 1600 horsepower, car numbers 7601, 7602, 7603, 7604, 7605.
2. One (1) model no. EMD NW-2, 1000 horsepower, serial number 1337.
3. One (1) model no. GMCF-7, 1500 horsepower, serial number 2582.

Two (2) Morrison-Knudsen slugs, model no. 833B Class BB, car numbers 7606 and 7607, serial numbers 34237 and 34238.

A fee of \$22.00 is enclosed. Please return the original and any extra copies not needed by the commission for recordation to Craig Friemel at First Victoria National Bank, P. O. Box 1338, Victoria, TX 77902-1338.

Very truly yours,

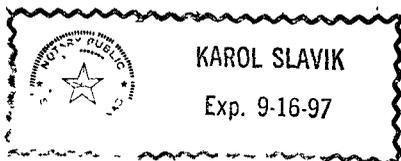
FIRST VICTORIA NATIONAL BANK

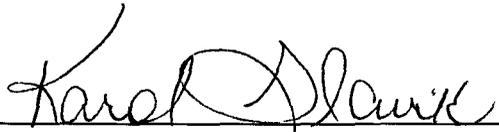

BY: Craig Friemel
Senior Vice President

THE STATE OF TEXAS §

COUNTY OF VICTORIA §

This instrument was acknowledged before me on February 19, 1997, by Craig Friemel, Senior Vice President of First Victoria National Bank, on behalf of said corporation.





Notary Public, State of Texas

17661-A

RELEASE OF SECURITY AGREEMENT

The undersigned, being the present owner and holder of the indebtedness secured by that certain Security Agreement dated January 3, 1992, between Econo-Rail Corporation. (as "Debtor"), which has the address of P. O. Box 2701, Port Arthur, TX 77643-2701 and First Victoria National Bank (as "Secured Party") , which has the address of 101 South Main Street, Victoria, TX 77901, which Security Agreement was filed for record with the Secretary of the Interstate Commerce Commission on January 20, 1992, under Recordation No. 17661, in consideration of the full and final payment of such indebtedness, has released and by these presents does release the above referenced Security Agreement covering the railroad cars described and all security interests and liens created thereby and declares such security interests and liens to be fully discharged and of no further force or effect:

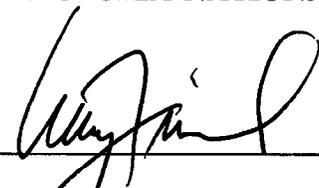
Seven (7) railroad locomotives described as follows:

1. Five (5) model no. EMD-TE-53-14E, 1600 horsepower, car numbers 7601, 7602, 7603, 7604, 7605.
2. One (1) model no. EMD NW-2, 1000 horsepower, serial number 1337.
3. One (1) model no. GMCF-7, 1500 horsepower, serial number 2582.

Two (2) Morrison-Knudsen slugs, model no. 833B Class BB, car numbers 7606 and 7607, serial numbers 34237 and 34238

SIGNED this the 19th day of February, 1997.

FIRST VICTORIA NATIONAL BANK

BY 
Craig Friemel

ATTEST:

 SRVP

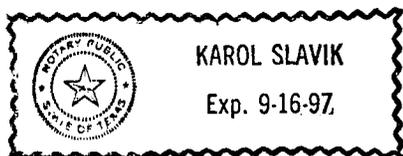
Herschel Vansickle, Senior Vice President

ITS Senior Vice President

STATE OF TEXAS §

COUNTY OF VICTORIA §

This instrument was acknowledged before me on February 19, 1997, by Craig Friemel, as Senior Vice President of First Victoria National Bank, on behalf of said corporation.




Notary Public, State of Texas