

**MARK
TWAIN
BANKS**

MARK TWAIN BANK KANSAS CITY

Baltimore at Eleventh
P O Box 419445
Kansas City, Missouri 64141
Telephone: 816-471-6500

April 30, 1991

Interstate Commerce Commission
12th & Constitution Ave., N.W.
Washington, D.C. 20423

Re: Lien Release for a 1939 Lounge Car

Dear Recording Officer,

Please find enclosed a lien discharge for the Security Agreement dated April 2, 1987 by Heritage Rail Corporation to Mark Twain Kansas City Bank, and a \$15.00 check to cover the recording fee. After recording the satisfaction please send me back verification that the lien has been released, (I have enclosed a copy of the lien discharge and a postage paid envelope for your convenience).

If you should have any problems in recording this discharge please contact me at 314-994-4800.

Thank You,

Debby Fields

Debby Fields
Collateral Specialist

1-162A031

RECORDATION NO. 15207-A FILED 1425

JUN 11 1991 12:05 PM

INTERSTATE COMMERCE COMMISSION

JUN 11 1991

encl/df

Interstate Commerce Commission
Washington, D.C. 20423

6/20/91

OFFICE OF THE SECRETARY

Debby Fields

Mark Twain Bank Kansas City

Baltimore At Eleventh

P.O.Box 419445

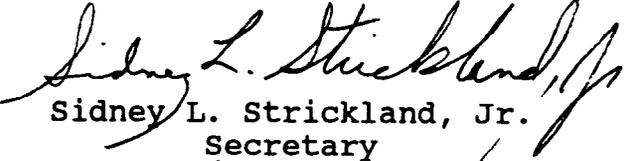
Kansas City, Missouri 64141

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 6/11/91 at 12:05pm, and assigned recordation number(s).

15207-A

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

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RECORDATION NO 15207 7A
FILED 1428

JUN 11 1991 12:05 PM

Debtor:
Heritage Rail Corporation

Secured Party:
Mark Twain Kansas City Bank

Security Agreement Description:
Dated April 2, 1987
Recorded April 13, 1987 at 11:20 A.M.
Recorded at Interstate Commerce Commission
Recordation Number is 15207

Security interest in one stainless steel Lounge car, 85 feet in length, weighing 117,200 pounds, constructed in 1939 by the Budd Co. for the Atlantic Coast Railroad (being numbered by the Atlantic Coast Railroad as car number ACL251, transferred to the Seaboard Coast Line (and being numbered by the Seaboard Coast Line as car number SCL5830), then being transferred to Amtrak as Amtrak car number 3330), now owned by Heritage Rail Corporation and reflecting on its wheel assemblies the number SCL5830 and being booked by Amtrak for service car number 800336.

Date on Lien Discharge: April 30, 1991
Date of Complete Satisfaction of Lien: April 30, 1991

Witness the execution hereof this 30th day of April, 1991.
Mark Twain Kansas City Bank

By: [Signature]
Cliff Canton, Vice President

State of Missouri
County of Jackson

On this 30th day of April, 1991, before me appeared Cliff Canton to me personally known, who, being by me duly sworn, did say that he is the Vice President on Mark Twain Kansas City Bank, a Corporation of the State of Missouri, and that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and the said instrument was signed and sealed in behalf of said corporation, by authority of its Board of Directors, and said Cliff Canton acknowledged said instrument to be the free act and deed of said corporation,

In testimony whereof, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

[Signature]
Notary

My Commission Expires:

ROBERTA WELLS
NOTARY PUBLIC STATE OF MISSOURI
JACKSON COUNTY
MY COMMISSION EXP. OCT 27, 1991