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A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

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SUSAN G. LICHTENFELD

February 6, 1990

0-038A043

RECORDATION NO. 15511-A FILED 1990

VIA FEDERAL EXPRESS

FEB 7 1990 - 11 05 AM

INTERSTATE COMMERCE COMMISSION

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
12th Street & Constitution Avenue, N.W.
Washington, D.C. 20423

FEB 7 11 03 AM '90

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are one original executed copy and three photostatic copies of a Partial Release of Railcar Lien dated February 1, 1990, relating to an Equipment Mortgage and Assignment of Leases, dated as of April 24, 1987, between Chicago, Missouri & Western Railway Company and Citicorp North America, Inc., as Agent (the "Mortgage"), duly recorded and filed with the Interstate Commerce Commission pursuant to 49 U.S.C. §11303 on May 6, 1987, under Recordation Number 15511, which Mortgage is a primary document as defined in the Commission's Rules for the Recordation of Documents.

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

Citicorp North America, Inc.
as Agent
200 S. Wacker Drive, Suite 3200
Chicago, Illinois 60606

A description of the locomotives covered by the enclosed document is set forth in Appendix A hereto.

Also enclosed is a check in the amount of \$15.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Noreta R. McGee
February 6, 1990
Page 2

Kindly return the stamped original executed copy and two stamped photostatic copies of the enclosed document and the stamped photostatic copy of this letter to Susan G. Lichtenfeld, Esq., Ross & Hardies, 150 N. Michigan Avenue, Suite 2500, Chicago, Illinois 60601.

Following is a short summary of the enclosed document and primary document to which it relates:

Document to be Recorded

Partial Release of Lien from Citicorp North America, Inc., as Agent, dated February 1, 1990, releasing lien on the locomotives described on Appendix A thereto.

Primary Document to Which it Relates

Equipment Mortgage and Assignment of Leases, dated as of April 24, 1987, between Chicago, Missouri & Western Railway Company and Citicorp North America, Inc., as Agent, recorded and filed with the Interstate Commerce Commission pursuant to 49 U.S.C. §11303 on May 6, 1987 under Recordation Number 15511.

Very truly yours,


Susan G. Lichtenfeld

SGL:tk
Enclosure

cc: Douglas A. Wilson
Robert W. Kleinman

APPENDIX A

22 GP-40 Locomotives

CMNW	3000
CMNW	3001
CMNW	3002
CMNW	3003
CMNW	3004
CMNW	3005
CMNW	3006
CMNW	3007
CMNW	3009
CMNW	3010
CMNW	3011
CMNW	3012
CMNW	3014
CMNW	3015
CMNW	3016
CMNW	3017
CMNW	3018
CMNW	3021
CMNW	3022
CMNW	3023
CMNW	3024
CMNW	3025

Interstate Commerce Commission
Washington, D.C. 20423

2/7/90

OFFICE OF THE SECRETARY

Susan G. Lichtenfeld
Ross & Hardies
150 North Michigan Avenue
Chicago, Illinois 60601-7567

Dear Sirs:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/7/90 at 11:05AM and assigned recordation number(s). 15511-A

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

REGISTRATION NO. 15511-A FILED 1403

FEB 7 1990 11 09 AM

INTERSTATE COMMERCE COMMISSION

PARTIAL RELEASE OF LIEN

KNOW ALL MEN BY THESE PRESENTS THAT:

WHEREAS, CHICAGO, MISSOURI & WESTERN RAILWAY COMPANY, an Illinois corporation (the "Railroad") has heretofore executed and delivered its Equipment Mortgage and Assignment of Leases, dated as of April 24, 1987, (the "Mortgage") to CITICORP NORTH AMERICA, INC. (formerly known as Citicorp Industrial Credit, Inc.), as agent (the "Agent") under the Intercreditor Agreement, dated as of the 24th day of April, 1987 between Citicorp Industrial Credit, Inc., for itself and as agent, and Heller Financial, Inc. (the "Agreement"); and

WHEREAS, the Mortgage was duly recorded and filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on May 6, 1987, under Recordation Number 15511; and

WHEREAS, the Railroad has requested the Agent to release from the lien of the Mortgage certain property hereinafter particularly described and has complied with all conditions of the Mortgage and the Agreement precedent to such release.

NOW, THEREFORE, the Agent, for an in consideration of Ten Dollars (\$10.00) and other good and valuable consideration, receipt whereof is hereby acknowledged, and pursuant to the authority vested by the Agreement and the Mortgage in the Agent, does hereby RELEASE, REMISE, CONVEY AND QUIT CLAIM unto the Railroad, its successors and assigns, all of the right, title, lien, interest, claim or demand whatsoever which the Agent has or may have acquired under, through or by virtue of the Mortgage in and to the property described in Appendix A hereto.

THIS INSTRUMENT is executed upon the express condition that nothing herein contained shall be construed to release from the lien of the Mortgage, or to impair said lien upon any property subject thereto, except the property hereinabove specifically described.

IN WITNESS WHEREOF, the Agent has caused this instrument to be duly executed and delivered by its duly authorized officer as of this 1st day of February, 1990.

CITICORP NORTH AMERICA, INC.,
as Agent

By: Richard D. Brown

Title: Vice President

APPENDIX A

22 GP-40 Locomotives

CMNW	3000
CMNW	3001
CMNW	3002
CMNW	3003
CMNW	3004
CMNW	3005
CMNW	3006
CMNW	3007
CMNW	3009
CMNW	3010
CMNW	3011
CMNW	3012
CMNW	3014
CMNW	3015
CMNW	3016
CMNW	3017
CMNW	3018
CMNW	3021
CMNW	3022
CMNW	3023
CMNW	3024
CMNW	3025