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RECORDATION NO. 15553-FC FILED

MAY 8 '98 12:00 PM

RECEIVED
SURFACE TRANSPORTATION
BOARD

MAY 8 11 57 AM '98

May 8, 1998

Mr. Vernon 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 Release of Security Interest, dated May 5, 1998, and three (3) copies of a Termination of Lease and Release, both secondary documents as defined in the Board's Rules for the Recordation of Documents.

The enclosed documents relate to the Loan and Security Agreement and Lease Agreement which were previously filed with the Commission under Recordation Number 15553.

The names and addresses of the parties to the enclosed documents are:

Release of Security Interest

Secured Party: Bank of America National Trust and Savings
7659 SW Mohawk Street
Tualatin, Oregon 97062

Counterparts

9

Mr. Vernon A. Williams
May 8, 1998
Page 2

Termination of Lease

Lessor: First Union Commercial Corporation
1 First Union Center
Charlotte, North Carolina 28288

Lessee: Union Pacific Railroad Company
1717 Main Street
Dallas, Texas 75201

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

The remaining 38 out of 40 locomotives identified as SP 6829 through SP 6868 (excluding SP 6833 and SP 6847)

Also enclosed is a check in the amount of \$52.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

MAY 8 '98

12-00-111

RELEASE OF SECURITY INTEREST

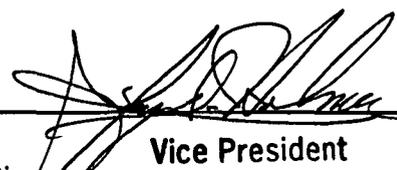
The undersigned BANK OF AMERICA NATIONAL TRUST AND SAVINGS ASSOCIATION, as Secured Party, for good and valuable consideration, the receipt and sufficiency of which is acknowledged, hereby terminates, releases and discharges its security interest in and to the following railroad equipment:

thirty-eight (38) locomotives bearing SP reporting marks and road numbers 6829 through 6868 (excluding 6833 and 6847), all of which were covered by the Loan and Security Agreement, dated as of March 30, 1988, as supplemented by Loan Agreement Supplement No. 1, dated as of September 29, 1988, between Signal Capital Corporation, as Owner, (subsequently assigned to First Union Commercial Corporation) and Bank of America, as Secured Party.

The said Loan and Security Agreement was filed with the Interstate Commerce Commission on March 31, 1988 at 11:40 a.m. under Recordation Number 15553 and the said Supplement No. 1 on September 29, 1988 at 2:15 p.m. under Recordation Number 15553-B.

Dated this 5 day of May, 1998.

BANK OF AMERICA NATIONAL TRUST AND SAVINGS ASSOCIATION

By: 
Title: Vice President

State of CALIFORNIA)
)
County of SAN FRANCISCO) SS:

On this 5 day of MAY, 1998, before me personally appeared JERRY HOLMES to me personally known, who being by me duly sworn, says that (s)he is a VICE PRESIDENT of BANK OF AMERICA NATIONAL TRUST AND SAVINGS ASSOCIATION and that said instrument was signed on behalf of said corporation, by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Yvette Lafontalis
NOTARY PUBLIC

(Notarial Seal)