

Counter Party - Dennis H. [unclear]

BALL JANIK L L P
A T T O R N E Y S

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RECORDATION NO. 11072-F+G FILED 1996
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INTERSTATE COMMERCE COMMISSION

October 22, 1996

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Secretary Williams:

I have enclosed one original and one certified copy of the first document described below, and two originals of the second document described below, both to be recorded pursuant to 49 U.S.C. § 11301.

I. The first document is a Release of Security Interest, a secondary document, dated as of September 27, 1996. The primary document to which this is connected is recorded under Recordation No. 11072. We request that this document be recorded under Recordation No. 11072-F

The name and address of the party to the Release of Security Interest is:

Secured Party:

First Security Bank, National Association, as successor to First Security Bank of Utah,
National Association
79 South Main Street
Salt Lake City, UT 84111

A description of the equipment covered by the Release of Security Interest consists of 12 GP-38-2 2000 hp locomotives numbered CNW 4600-4611, inclusive.

II. The second document is a Bill of Sale, a secondary document, dated September 29, 1996. The primary document to which this is connected is recorded under Recordation No. 11072. We request that this document be recorded under Recordation No. 11072-G

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The name and address of the party to the Bill of Sale is:

Seller:

Mercantile Bank of St. Louis National Association
721 Locust Street
St. Louis, MO 63101

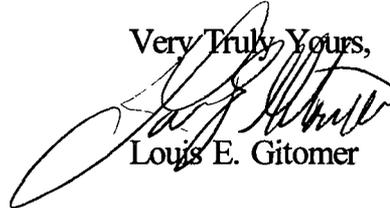
A description of the equipment covered by the Bill of Sale consists of 12 GP-38-2 2000 hp locomotives numbered CNW 4600-4611, inclusive.

A fee of \$44.00 is enclosed. Please return the originals to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the documents to appear in the index follows: (1) a Release of Security Interest by First Security Bank, National Association, as successor to First Security Bank of Utah, National Association, 79 South Main Street, Salt Lake City, UT 84111, and (2) a Bill of Sale by Mercantile Bank of St. Louis National Association, 721 Locust Street, St. Louis, MO 63101, both covering 12 GP-38-2 2000 hp locomotives numbered CNW 4600-4611, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

11072-F

RELEASE OF SECURITY INTEREST

First Security Bank, National Association (as successor to First Security Bank of Utah, National Association), a national banking association having a mailing address of 79 South Main Street, Salt Lake City, Utah 84111 ("FSB"), under each of the following: a Conditional Sale Agreement, an Agreement and Assignment, a Lease of Railroad Equipment and an Assignment of Lease and Agreement, each dated as of September 1, 1979, and a First Amendment and Extension to Lease of Railroad Equipment dated as of January 15, 1995 (collectively, the "Lien Documents"), does hereby release and discharge from the lien of the Lien Documents, executed by each of Union Pacific Railway Company (as successor to Chicago and North Western Railway Company (formerly known as Chicago and North Western Transportation Company)), and Mercantile Bank of St. Louis National Association (formerly known as Mercantile Trust Company National Association), a national banking association, to FSB, as the secured party under the Lien Documents. The Lien Documents were recorded on November 20, 1979 and April 6, 1995, respectively, with the Interstate Commerce Commission and were assigned the following recordation numbers:

- | | | |
|----|---|---------|
| 1. | Conditional Sale Agreement | 11072 |
| 2. | Agreement and Assignment | 11072-A |
| 3. | Lease of Railroad Equipment | 11072-B |
| 4. | Assignment of Lease and Agreement | 11072-C |
| 5. | First Amendment and Extension to
Lease of Railroad Equipment | 11072-D |

Each document covering certain railroad equipment and other collateral more fully described in the Lease of Railroad Equipment.

IN WITNESS WHEREOF, First Security Bank, National Association has executed or caused this Release of Security Interest to be executed as of the 27th day of September, 1996

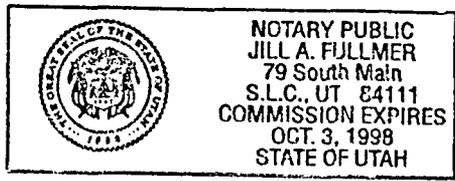
FIRST SECURITY BANK, NATIONAL ASSOCIATION (as successor to First Security Bank of Utah, National Association) (solely in its capacity as the secured party under the Lien Documents and not in its individual capacity)

By: Jamie Mackay
Name: **Jamie A. Mackay**
Title: **Trust Administrator**

STATE OF UTAH)
)
COUNTY OF SALT LAKE)

On this 27th day of September, 1996, before me personally appeared Jamie A. Mackay, to me personally known, who, being by me duly sworn, did say that he/she is the Trust Administrator of First Security Bank, National Association, and that he/she is duly authorized to sign the foregoing instrument on behalf of First Security Bank, National Association and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of First Security Bank, National Association.

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.



Jill A. Fullmer
Notary Public

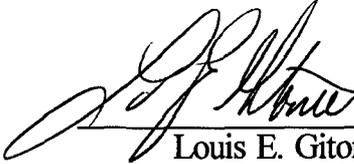
(SEAL)

My Commission Expires:

BALL JANIK LLP

CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy to the original Release of Security Interest, dated as of September 27, 1996, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



Louis E. Gitomer
October 22, 1996