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RECORDATION NO. 7652-H FILED 10/2

MAY 23 1994 - 2 45 PM

MAY 23 1994 INTERSTATE COMMERCE COMMISSION

LICENSING DIVISION

MAY 23 2 35 PM '94

Recordation No. 7652-H

Dear Mr. Strickland:

On behalf of Missouri Pacific Railroad Company, I submit for filing and recording under 49 U.S.C. § 11303 and the regulations promulgated thereunder, counterparts of a secondary document, not previously recorded, entitled Release of Conditional Sale Agreements and Security Interest in Lease ("Release"), dated as of May 18, 1994.

The parties executing the enclosed Release are:

Missouri Pacific Railroad Company - LESSEE/A RELEASING PARTY
1416 Dodge Street
Omaha, Nebraska 68179-0001

First Bank National Association, - ASSIGNEE/A RELEASING PARTY
successor to First National Bank of
Minneapolis, original Assignee of
Builder and original Assignee of
security interest in Lease of Railroad
Equipment from Lessor.
180 East 5th Street
St. Paul, MN 55101

The said Release is a full and complete release of all right, title and interest of the Releasing Parties in, to and under: (1) Conditional Sale Agreement recorded under the Recordation No. 7652, (2) Conditional Sale Agreement recorded under Recordation No. 7652-C and (3) termination of security interest in Lease of Railroad Equipment recorded under Recordation No. 7652-A, and the Release should be recorded under the next available letter under Recordation No. 7652 which we believe will be - H.

The equipment covered by the enclosed Release is all the equipment covered in or by the filings under Recordation No. 7652 and subparts thereto.

Caroline A. Harmon

DONELAN, CLEARY, WOOD & MASER, P. C.

Letter to Honorable Sidney L. Strickland, Jr.

May 23, 1994

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A short summary of the Release to appear in the ICC Index is as follows:

“Full Release of CSA under 7652, and CSA under 7652-C and
terminatin of security interest in Lease under 7652-A”

Enclosed is a check in the amount of eighteen dollars (\$18.00) in payment of the filing fee.

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,



Allen H. Harrison, Jr.

*Attorney for Missouri Pacific Railroad Company
for the purpose of this filing.*

Honorable Sidney L. Strickland, Jr.

Secretary

Interstate Commerce Commission

Washington, D.C. 20423

Enclosures

BY HAND

8339-020

7652-H

RECORDATION NO. 7652-H
FILED 1425
MAY 23 1994 -2 45 PM
INTERSTATE COMMERCE COMMISSION

RELEASE OF CONDITIONAL SALE AGREEMENTS
AND SECURITY INTEREST IN LEASE

THIS Release of Conditional Sale Agreements and Security Interest in Lease ("Release"), made this 18 day of May, 1994 by and between Missouri Pacific Railroad Company ("MPRR") and First Bank National Association ("First Bank"), successor to First National Bank of Minneapolis, as Agent.

WHEREAS, MPRR, as Lessee, Chase Manhattan Service Corporation ("Chase"), as Vendee, and General Motors Corporation (Electro-Motive Division) ("GM") as builder, entered into a Conditional Sale Agreement as of September, 1, 1974 for the lease/purchase of certain locomotives and the GM CSA was filed for recordation with the Interstate Commerce Commission ("ICC") on September 20, 1974 under Recordation No. 7652; and

WHEREAS, MPRR as Lessee, Chase, as Vendee and General Electric Company ("GE") as builder entered into a Conditional Sale Agreement as of September 1, 1974 for the lease/purchase of certain locomotives and the GE CSA was filed for recordation with the ICC on October 8, 1974 under Recordation No. 7652-C; and

WHEREAS, First Bank succeeded to the interests of GM and GE under such CSA's pursuant to two Agreement and Assignments filed with the ICC on October 8, 1974 under Recordation Nos. 7652-B and 7652-D, respectively; and

WHEREAS, MPRR, as Lessee, and Chase, as Lessor, entered into a Lease of Railroad Equipment as of September 1, 1974 for the lease of certain locomotives and the Lease was filed for

recordation with the ICC on September 20, 1974 under Recordation No. 7652-A; and

WHEREAS, Chase granted a security interest in its rights under the Lease to First Bank pursuant to an Assignment of Lease and Agreement filed with the ICC on October 8, 1974 at Recordation No. 7652-E; and

WHEREAS, MPRR and First Bank desire to confirm that the GE CSA and GM CSA and the security interest under the Lease have been fully released and canceled; and

NOW, THEREFORE, in consideration of the promises and other good and valuable consideration, the sufficiency and receipt of which is acknowledged, MPRR and First Bank intending to be legally bound, agree as follows:

1. MPRR and First Bank hereby confirm that the GM CSA and GE CSA are fully released and canceled and all equipment covered therein or thereby is discharged therefrom.

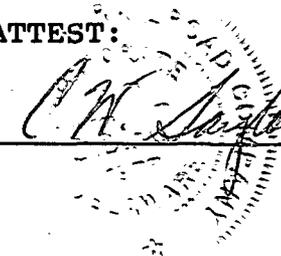
2. First Bank hereby confirms that all of its security interest in Chase's rights under the Lease is hereby fully released.

3. The parties agree that this Release may be recorded with the ICC at the discretion of any one of the parties thereto.

4. This Release may be executed by the parties in one or more counterparts (or upon separate signature pages bound together in one or more counterparts) which together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, MPRR and First Bank have each caused this Release to be duly executed by their authorized officers as of the day and year first above written.

ATTEST:


A. W. Sanders

MISSOURI PACIFIC RAILROAD COMPANY

By:

Its:

Paul A. Conley
A.P. Law

ATTEST:

K. Barnett

FIRST BANK NATIONAL ASSOCIATION

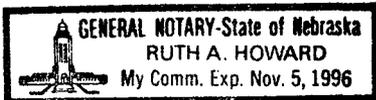
By:

Its:

[Signature]
F.N.P.

STATE OF NEBRASKA)
)
COUNTY OF DOUGLAS) ss.

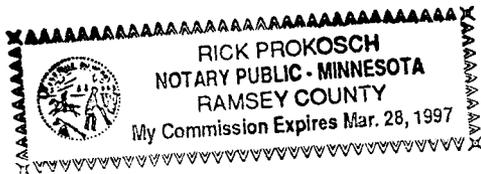
On this 18th day of July, 1994, before me personally appeared Paul Carter, Jr. to me known, who being duly sworn, did say that he is AVP - Law of Missouri Pacific Railroad Company, and that the foregoing instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that execution of the foregoing instrument was the free act and deed of such corporation.



Ruth A. Howard
Notary Public

STATE OF Minnesota)
)
COUNTY OF Ramsey) ss.

On this 19th day of May, 1994, before me personally appeared Scott Strodthoff to me known, who, being duly sworn, did say that he is AVP of First Bank National Association, that the foregoing instrument was signed on behalf of such partnership by authority of its general partner, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such partnership.



Rick Prokosch
Notary Public