

**BALL JANIK LLP**

A T T O R N E Y S

1455 F STREET, NW, SUITE 225  
WASHINGTON, D.C. 20005

TELEPHONE 202-638-3307  
FACSIMILE 202-783-6947

RECORDATION NO. 156 48-A FILED

JUL 23 '97 2-13 PM

LOUIS E. GITOMER  
OF COUNSEL  
(202) 466-6532

lgitomer@bjllp.com

July 23, 1997

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

Dear Secretary Williams:

I have enclosed two originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Partial Release of Collateral, a secondary document, dated as of June 20, 1997. The primary document to which this is connected is recorded under Recordation No. 15648. We request that this document be recorded under Recordation No. 15648-A.

The names and addresses of the parties to the Partial Release of Collateral are:

Secured Party:

First Bank National Association  
First Bank Place, P.O. Box A512  
Minneapolis, MN 55480

Debtor:

Independent Locomotive Service, Inc.  
21 Main Street  
Bethel, MN 55005

A description of the equipment covered by the Partial Release of Collateral consists of one GP-10 diesel electric locomotive numbered ILSX 1360.

*Counterparts*

BALL JANIK LLP

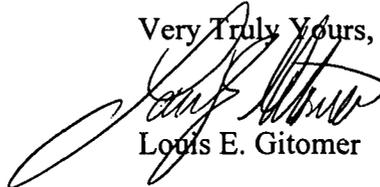
Honorable Vernon A. Williams  
July 23, 1997  
Page 2

A fee of \$24.00 is enclosed. Please return one original to:

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

A short summary of the document to appear in the index follows: a Partial Release of Collateral by First Bank National Association, First Bank Place, P.O. Box A512, Minneapolis, MN 55480, and Independent Locomotive Service, Inc., 21 Main Street, Bethel, MN 55005, covering one GP-10 diesel electric locomotive numbered ILSX 1360.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "Louis E. Gitomer", is written over the typed name below.

Louis E. Gitomer

Enclosures

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D. C. 20423-0001

OFFICE OF THE SECRETARY

Louis E. Gitomer  
Of Counsel  
Ball Janik LLP  
1455 F Street, NW., Ste. 225  
Washington, DC., 20005

DATE: 7/23/97

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301  
and 49 CFR 1177.3 (c), on 7/23/97 at 2:13PM, and  
assigned recordation number(s) 20787, 15648-A, 16070-A, 16071-A and 16097-A.

Sincerely Yours,

  
Vernon A. Williams  
Secretary

Enclosure(s)

\$ 120.00 The amount indicated at the left has been received in payment of a fee in  
connection with a document filed on the date shown. This receipt is issued for the amount paid.  
In the event of an error or any questions concerning this fee, you will receive a notification after  
the Surface Transportation Board has an opportunity to examine your document.

Signature Janice M. Fort

JUL 23 '97

2-13 PM

**PARTIAL RELEASE OF COLLATERAL**

**THIS PARTIAL RELEASE OF COLLATERAL**, dated as of June 20, 1997 (this "Partial Release"), is executed by **FIRST BANK NATIONAL ASSOCIATION**, of Minnesota ("Secured Party"). Secured Party and **INDEPENDENT LOCOMOTIVE SERVICE, INC.** ("Debtor"), are parties to that certain Security Agreement, dated January 25, 1988, and recorded with the Interstate Commerce Commission on May 23, 1988 (Recordation Number 15648).

Secured Party hereby releases its security interest created by the Security Agreement for one GP-10 diesel electric locomotive numbered ILSX 1360. Except as expressly modified and amended by this Partial Release, the provisions of the Security Agreement shall remain in full force and effect in accordance with their original terms.

Secured Party has executed this Partial Release as of the date first set forth above.

**FIRST BANK NATIONAL ASSOCIATION**

By: Bryan Stadt  
Title: Credit Officer 6/20/97

ACKNOWLEDGED AND ACCEPTED:

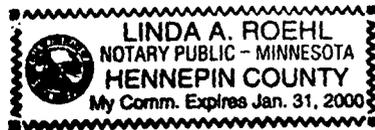
**INDEPENDENT LOCOMOTIVE SERVICE, INC.**

By: Frank W. Nesbit  
Title: Pres

STATE OF MINNESOTA )  
 ) ss  
COUNTY OF HENNEPIN )

On 6-20-97, before me, the undersigned, a Notary Public in and for said State, personally appeared Bryan Stadler personally known to me (or proved to me on basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

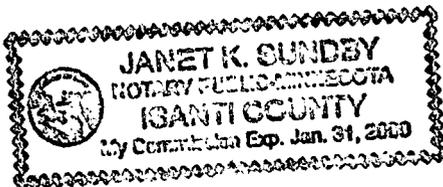


Linda A. Roehl  
Notary Public in and for Said State

STATE OF MINNESOTA )  
 ) ss  
COUNTY OF HENNEPIN )

On 6/24/97, before me, the undersigned, a Notary Public in and for said State, personally appeared Frank W. Nesbit, personally known to me (or proved to me on basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.



Janet K. Sundby  
Notary Public in and for Said State