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RECORDATION NO. 20934-A FILED

FEB 19 '02

3-15 PM

SURFACE TRANSPORTATION BOARD

lgitomer@bjllp.com

February 19, 2002

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

Dear Secretary Williams:

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

The document is an Instrument of Termination of Security Agreement, a secondary document, dated February 11, 2002. The primary document to which this is connected is recorded under Recordation No. 20934. We request that one copy of this document be recorded under Recordation No. 20934-A.

The name and address of the party to the Instrument of Termination of Security Agreement is:

Secured Party:

LaSalle Bank National Association
135 South LaSalle Street
Chicago, IL 60603

A description of the equipment covered by the Instrument of Termination of Security Agreement consists of all equipment under the Security Agreement.

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Honorable Vernon A. Williams
February 19, 2002
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A fee of \$28.00 is enclosed. Please return the 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: an Instrument of Termination of Security Agreement by LaSalle Bank National Association, 135 South LaSalle Street, Chicago, IL 60603, covering all equipment under the Security Agreement.

Very Truly Yours,



Louis E. Gitomer

Enclosures

INSTRUMENT OF TERMINATION OF SECURITY AGREEMENT

LASALLE BANK NATIONAL ASSOCIATION (formerly LaSalle National Bank) ("LaSalle"), this 11th day of February, 2002, terminates the Security Agreement, dated as of August 29, 1997 (the "Security Agreement") recorded at the Surface Transportation Board on October 14, 1997 under Recordation number 20934.

WHEREAS, LaSalle desires to execute this Instrument to evidence for the public record the satisfaction and release of all the rights and obligations of ParkSierra Corporation, successor-in-interest to the Arizona & California Railroad Company Limited Partnership, under the Security Agreement.

NOW, THEREFORE, in consideration of the premises, LaSalle agrees that the lien created by the Security Agreement is released.

IN WITNESS WHEREOF, LaSalle has executed or caused this Instrument to be executed as of the date first above written.

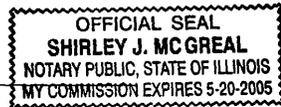
LASALLE BANK NATIONAL ASSOCIATION

By: Brian P. Klemstein
Its: VICE PRESIDENT

State of ILLINOIS)
) ss.
County of COOK)

On this 11 day of February 2002, before me personally appeared BRIAN KLEMSTEIN, to me personally known, who, being by me duly sworn, says that (s)he is employee of LaSalle Bank National Association, and that (s)he is duly authorized to sign the foregoing instrument on behalf of LaSalle Bank National Association and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of LaSalle Bank National Association.

Shirley J. McGreal
Notary Public



My commission expires: 05.20.2005

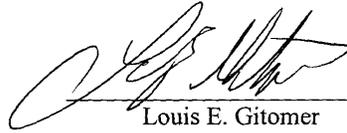
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SURFACE TRANSPORTATION BOARD

CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Instrument of Termination of Security Agreement dated February 11, 2002, 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
February 19, 2002