

FULL RECONVEYANCE

THIS FULL RECONVEYANCE (this "Reconveyance") dated as of August 17, 1993, is from CHICAGO TITLE INSURANCE COMPANY, a Missouri corporation ("Trustee").

RECITALS

A. Pursuant to the following documents (collectively, the "Security Documents"):

1. Nevada Deed of Trust, Assignment of Rents, Security Agreement and Financing Statement dated as of May 1, 1992 among Southern Pacific Transportation Company ("SPTC"), Trustee, and Bank of America National Trust and Savings Association, a national banking association, as agent ("Beneficiary") for the several financial institutions from time to time party to the Credit Agreement dated as of May 1, 1992, among SPTC, such financial institutions and Beneficiary (designated in the bottom right hand corner as Ancillary Asset Collateral), which was recorded as set forth in Schedule I attached hereto and made a part hereof; and
2. Nevada Deed of Trust, Assignment of Rents, Security Agreement and Financing Statement dated as of May 1, 1992 among SPTC, Trustee and Beneficiary (designated in the bottom right hand corner as Core Asset Collateral), which was recorded as set forth in Schedule II attached hereto and made a part hereof;

Trustee was granted liens on and security interests in certain interests of SPTC more fully described in each Security Document and defined as the "collateral" (the "collateral" under each of the Security Documents is referred to collectively herein as the "collateral").

B. Trustee has received from Beneficiary a request in writing to make this Reconveyance, reciting that all sums secured by the Security Documents have been fully paid.

RECONVEYANCE

NOW, THEREFORE, in consideration of ten dollars and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Trustee hereby quitsclaims and reconveys WITHOUT WARRANTY OF ANY KIND, EXPRESS OR IMPLIED unto the person or persons legally entitled thereto, all right, title and interest which Trustee may have by virtue of such Security Documents in and to the collateral.

This Reconveyance may be executed in any number of original counterparts. Each counterpart shall be deemed to be an original for all purposes, and all counterparts shall together constitute but one and the same instrument. To facilitate filing and recording, the counterpart to be recorded in a given County or office may contain only that portion of the schedules that describe collateral located in such County or office.

CHICAGO TITLE INSURANCE
COMPANY, a Missouri
corporation

By: *[Signature]*
[Signature]
 AUTHORIZED SIGNATORY

ACKNOWLEDGEMENT

STATE OF CALIFORNIA
 CITY AND
 COUNTY OF SAN FRANCISCO
)
) ss.:
)

(California)

On August 16, 1993, before me,
 F. W. Makinney, a Notary Public in and for said County and
 State, personally appeared *[Signature]*, personally known to
 me (or proved to me on the 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.

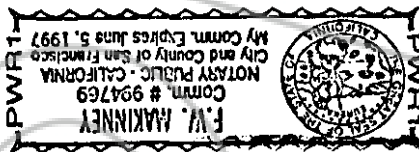
[Signature]

Notary Public

Printed Name: F. W. Makinney

Residing at: San Francisco

California



My Commission Expires: June 5, 1997

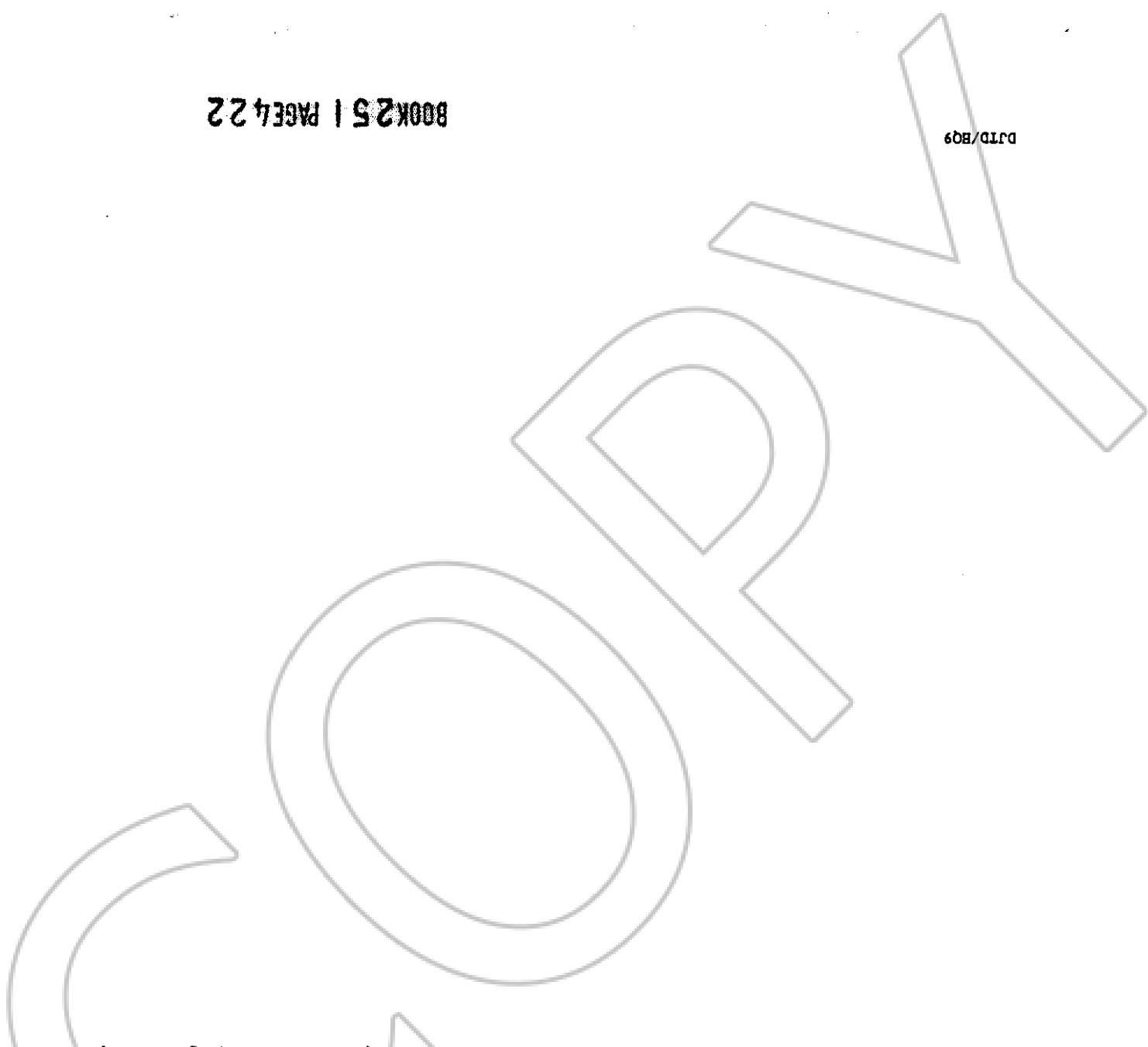
[SEAL] MTCO.FJ8

SCHEDULE I

NEVADA DEED OF TRUST, ASSIGNMENT OF RENTS, SECURITY AGREEMENT AND FINANCING STATEMENT, dated as of May 1, 1992, by and among SOUTHERN PACIFIC TRANSPORTATION COMPANY, a Delaware corporation, Trustor, CHICAGO TITLE INSURANCE COMPANY, a Missouri corporation, Trustee, and BANK OF AMERICA NATIONAL TRUST AND SAVINGS ASSOCIATION, a national banking association, as agent, Beneficiary (designated in the bottom right hand corner as (Ancillary Asset collateral)), was recorded as follows:

<u>Nevada</u>	<u>Date</u>	<u>Instrument/ Document Number</u>
<u>County Recorder</u>	<u>Recorded</u>	<u>1568755</u>
Washoe	5-6-92	

(book 3476, p. 333)



DJTD/BD9

SCHEDULE II

NEVADA DEED OF TRUST, ASSIGNMENT OF RENTS, SECURITY AGREEMENT AND FINANCING STATEMENT, dated as of May 1, 1992, by and among SOUTHERN PACIFIC TRANSPORTATION COMPANY, a Delaware corporation, Trustor, CHICAGO TITLE INSURANCE COMPANY, a Missouri corporation, Trustee, and BANK OF AMERICA NATIONAL TRUST AND SAVINGS ASSOCIATION, a national banking association as agent, Beneficiary (designated in the bottom right hand corner as Core Asset collateral), was recorded as follows:

Nevada County Recorder

Instrument/ Document Number	Date Recorded	County Recorder
267363	5-4-92	Churchill
320683	5-4-92	Elko
(book 782, p. 627) 140797	5-5-92	Eureka
333078	5-4-92	Humboldt
(book 311, p. 267, frames 1-40) 174453	5-4-92	Lander
(book 372, p. 187) 151136	5-4-92	Lyon
102186	5-4-92	Mineral
(book 146, p. 431) 189364	5-4-92	Pershing
(book 263, p. 726) 69425	5-4-92	Storey
(book 90, p. 294) 1568756	5-6-92	Washoe
(book 3476, p. 379)		

146570

EUREKA COUNTY, NEVADA
M.N. REBALEATI, RECORDER
FILE NO. FEES \$⁰⁰

'93 SEP -7 AM 1:45

Volmer Roberts & Owen

BOOK 251 PAGE 420
OFFICIAL RECORDS
RECORDED AT THE REQUEST OF

BOOK 251 PAGE 423

DJTB/HQ9