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RECORDATION NO. 23543E FILED

AUG 26 '03 2-13 PM

SURFACE TRANSPORTATION BOARD

KARL MORELL

kmorell@bjllp.com

August 26, 2003

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Suite 715
Washington, DC 20423-0001

Dear Secretary Williams:

Enclosed are two originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is an Instrument of Satisfaction and Release, a secondary document, dated as of August 11, 2003. The primary document to which the Release is connected is recorded under Recordation No. 23543. We request that this document be recorded under Recordation No. 23543-E.

The name and address of the party to the Instrument of Satisfaction and Release are:

Secured Party:

Bank of America, N.A., formerly NationsBank, N.A.
1200 Main
Kansas City, MO 64105

A description of the equipment covered by the Release consists of all now owned or hereafter acquired equipment.

The fee of $30.00 is enclosed. Please return one original to:

Karl Morell
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 Satisfaction and Release by Bank of America, N.A., formerly NationsBank, N.A., 1200 Main, Kansas City, MO 64105, covering all now owned or hereafter acquired equipment.

Sincerely,

Karl Morell

Enclosure

INSTRUMENT OF SATISFACTION AND RELEASE (the "INSTRUMENT"), dated as of August 11, 2003, by BANK OF AMERICA, N.A., with a mailing address of 1200 Main, Kansas City, MO 64105, as Administrative Agent for the Lenders pursuant to the Credit Agreement, dated as of June 29, 2001, among WATCO COMPANIES, INC. ("WATCO"), the Lenders listed therein (the "Lenders"), and the Administrative Agent.

WITNESSETH

WHEREAS, by Guaranty and Collateral Agreement, dated as of June 29, 2001 ("Guaranty and Collateral Agreement"), SOUTH KANSAS AND OKLAHOMA RAILROAD, INC. ("SKO"), an affiliate of WATCO, as debtor, pledged as security to the Lenders, as secured parties, all now owned or hereafter acquired equipment (collectively referred to as the "Rail Equipment").

WHEREAS, the Memorandum of Guaranty and Collateral Agreement, dated as of June 29, 2001, was filed and recorded at the Surface Transportation Board on June 29, 2001, in Recordation No. 23543.

WHEREAS, BANK OF AMERICA, N.A., as Administrative Agent for the Lenders, desires to execute this INSTRUMENT to evidence for the public record the satisfaction and release of all of the Lenders' rights and obligations under the Guaranty and Collateral Agreement with respect to the Rail Equipment.

NOW, THEREFORE, in consideration of the premises:

BANK OF AMERICA, N.A., as Administrative Agent for the Lenders, does hereby acknowledge and confirm for the public record the satisfaction and release of all of the Lenders' rights and obligations arising under the Guaranty and Collateral Agreement with respect to the Rail Equipment. BANK OF AMERICA, N.A. does hereby acknowledge and agree that all of the monetary obligations of SKO under the Guaranty and Collateral Agreement have been fully discharged and satisfied and BANK OF AMERICA, N.A. does hereby release the Lenders' security interest in all of the Rail Equipment and the Guaranty and Collateral Agreement with regard to the Rail Equipment.

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SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, BANK OF AMERICA, N.A. has executed or caused this INSTRUMENT to be executed as of the date first above written.

BANK OF AMERICA, N.A.
By: Jeffery T. White
Name: Jeffery White
Its: Assistant Vice President

STATE OF ILLINOIS)
) ss.
COUNTY OF COOK)

On this 11th day of August, 2003, before me personally appeared Jeffery White, to me personally know, who, being by me duly sworn, says that (s)he is asst. vice pres. of Bank of America, N.A., and that (s)he is duly authorized to sign the foregoing INSTRUMENT on behalf of Bank of America, N.A., and (s)he acknowledged that the execution of the foregoing INSTRUMENT was the free act and deed of Bank of America, N.A.

Maria Paggao
Notary Public

My commission expires: 2/1/05

OFFICIAL SEAL
MARIA PAGGAO
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES:02/01/05