

LAW OFFICES  
**ALLEN H. HARRISON, JR.**  
SUITE 706  
2009 NORTH 14<sup>TH</sup> STREET  
ARLINGTON, VIRGINIA 22201

TELEPHONE (703) 524-8309  
FAX (703) 524-3035

RECORDATION NO. 16543-I FILED

JAN 16 '04 10:20 AM

SURFACE TRANSPORTATION BOARD

January 15, 2004

**Recordation No. 16543-I**

Dear Mr. Williams:

On behalf of The Bank of New York successor in interest to Mercantile - Safe Deposit and Trust Company, as Indenture Trustee, I submit for filing and recording under 49 U.S.C. § 11301(a) and the regulations applicable thereunder, executed counterparts of a secondary document, not previously recorded, entitled Memorandum of Full Release and Termination of Indenture and Security Agreement No. 2 ("Full Release"), made as of January 6, 2004.

The parties to the enclosed Full Release are:

The Bank of New York, successor in interest to Mercantile - Safe Deposit and Trust Company, as Indenture Trustee. The Bank of New York Plaza 10161 Centurion Parkway Jacksonville, FL 32256	-	SECURED PARTY/RELEASING PARTY
Manufacturers and Traders Trust Company, f/k/a FMB Trust Company, National Association, as successor in interest to Fleet National Bank, f/k/a Fleet National Bank of Connecticut, f/k/a Shawmut Bank Connecticut, National Association, f/k/a The Connecticut National Bank, as Owner Trustee. 16 <sup>th</sup> Floor 25 Charles Street Baltimore, MD 21201	-	BORROWER/RELEASED PARTY

The said Full Release, among other things, acts to terminate in full that certain Indenture and Security Agreement No. 2, filed September 29, 1989 under Recordation No. 16543-A as amended/supplemented and should be recorded under the next available letter thereunder, which letter we believe is "-I".

The equipment covered by the instant Full Release is all the equipment covered by the aforesaid Indenture and Security Agreement No. 2.

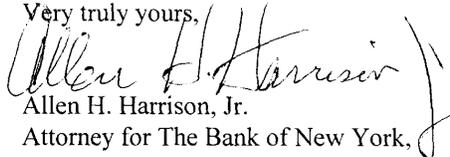
A short summary of the Full Release to appear in the Surface Transportation Board Index is as follows:

"Full Release of Indenture and Security Agreement No. 2 under Recordation No. 16543-A, as amended/supplemented."

Enclosed is a check in the amount of thirty (\$30) dollars 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 letter from the Surface Transportation Board acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,



Allen H. Harrison, Jr.

Attorney for The Bank of New York,  
successor in interest to  
Mercantile - Safe Deposit  
and Trust Company,  
as Indenture Trustee,

*for the purpose of this filing.*

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

Enclosures

BY HAND

8208-020

RECORDATION NO. 16543-I FILED

MEMORANDUM  
OF  
FULL RELEASE AND TERMINATION  
OF  
INDENTURE AND SECURITY AGREEMENT NO. 2 DATED  
AS OF SEPTEMBER 2, 1989  
RECORDED SEPTEMBER 29, 1989 UNDER RECORDATION NO. 16543-A

JAN 16 '04 10-20 AM

SURFACE TRANSPORTATION BOARD

This FULL RELEASE AND TERMINATION is made as of January 6, 2004 by The Bank of New York, as Indenture Trustee, as successor in interest to Mercantile – Safe Deposit and Trust Company, care of The Bank of New York Trust Company of Florida, N.A., The Bank of New York Plaza, 10161 Centurion Parkway, Jacksonville, Florida 32256, for the benefit of Manufacturers and Traders Trust Company, f/k/a FMB Trust Company, National Association, as successor in interest to Fleet National Bank, f/k/a Fleet National Bank of Connecticut, f/k/a Shawmut Bank Connecticut, National Association, f/k/a/ The Connecticut National Bank, as owner trustee, of 25 South Charles Street, 16<sup>th</sup> Floor, Baltimore, Maryland 21201 (the aforesaid entities together hereinafter “Parties”).

WHEREAS, the Parties, among others, entered into that certain Indenture and Security Agreement No. 2, dated as of September 2, 1989 and recorded with the Surface Transportation Board September 29, 1989 under Recordation No. 16543-A; and

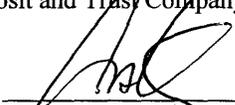
WHEREAS, as to the Parties, the obligations secured by the above-mentioned Security Agreement have been fully satisfied and discharged and the Parties wish to make of record this fact.

NOW, THEREFORE, for good and valuable consideration, the sufficiency and receipt of which is acknowledged, and intending to be legally bound, The Bank of New York, as Indenture Trustee, as successor in interest to Mercantile – Safe Deposit and Trust Company, does hereby

release and terminate in toto the aforesaid Security Agreement and fully releases and discharges all the collateral described and covered therein and thereby.

IN WITNESS WHEREOF, The Bank of New York, as Indenture Trustee, as successor in interest to Mercantile – Safe Deposit and Trust Company, has duly executed this FULL RELEASE AND TERMINATION as of the date first above written.

The Bank of New York, as Indenture Trustee  
(as successor in interest to Mercantile – Safe  
Deposit and Trust Company)

By: 

Name: CRAIG A. KAYE

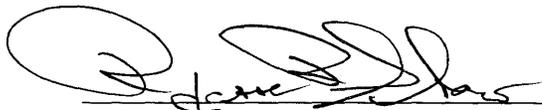
Title: AS AGENT

STATE OF FLORIDA )  
 )  
COUNTY/CITY OF DUVAL ) SS:

On this 6 day of January, 2004 before me personally appears  
Craig Hyle, to me personally known, who by me duly sworn, says  
that he/she is the Agent of The Bank of New York, as Indenture  
Trustee, as successor in interest to Mercantile – Safe Deposit and Trust Company (“Trustee”)  
that the foregoing instrument was signed on behalf of Trustee by authority of its Board of  
Directors, and he/she acknowledged that the execution of the foregoing instrument was the free  
act and deed of Trustee.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

 **Roxanne R. Shaw**  
Commission # DD 004365  
Expires March 5, 2005  
Bonded Thru  
Atlantic Bonding Co., Inc.  
[SEAL]

  
Notary Public

My Commission expires: 3-5-05

CERTIFICATE OF TRUE COPY

I, Allen H. Harrison, Jr., a member of the Bars of the District of Columbia and the Commonwealth of Virginia, under penalty of perjury, do hereby certify that I have compared the attached document with an executed original counterpart thereof and find the said attached copy to be in all respects a true, correct and complete copy of the aforesaid executed original counterpart.

IN WITNESS WHEREOF, I have hereto affixed my signature this 15<sup>th</sup> day of

January, 2004

Allen H. Harrison, Jr.  
Allen H. Harrison, Jr.