



600 TownPark Lane
Kennesaw, Georgia 30144
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RECORDATION NO. 24749-A FILED

JAN 28 '04 3-01 PM

SURFACE TRANSPORTATION BOARD

January 27, 2004

Mr. Vernon A. Williams, Secretary
U.S. Surface Transportation Board
1925 K Street, NW
Washington, D.C. 20423-0001
(202) 565-1696

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two copies of a Termination and Release of Security Interest which will serve to terminate a Memorandum that has been recorded with the Surface Transportation Board on December 29, 2003, under Recordation No. 24749.

The name and address of the party to the enclosed document is:

Assignee/ Secured Party: ORIX Financial Services, Inc.
600 TownPark Lane, 3rd floor
Kennesaw, GA 30144

A description of the railroad equipment covered by the enclosed document is:

(70) Model Dash 9-44 CW locomotives, bearing BNSF road numbers 4000-4001, 4003, 4042-4045, 4048-4052, 4056, 4058, 4065-4068, 4070-4071, 4074, 4082-4084, 4088, 4090-4092, 4096, 5170-5187, 5189-5192, 5195-5199, 5202, 5204, 5206, 5211-5213 and 5215-522250.

A short summary of the schedule to appear in the index follows:

Termination and Release of Security Interest

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to me at the above address.

Sincerely,

A handwritten signature in black ink that reads "Paul H. Kennedy". The signature is fluid and cursive, with a large initial "P" and "K".

Paul H. Kennedy, Esq.
Senior Vice President
Senior Counsel & Assistant Secretary

TERMINATION AND RELEASE OF SECURITY INTEREST SURFACE TRANSPORTATION BOARD

ORIX Financial Services, Inc., ("ORIX"), for good and valuable consideration the receipt and sufficiency of which is acknowledged, terminates and releases its rights and interests in all of the following: (70) Model Dash 9-44 CW locomotives, bearing the road numbers BNSF 4000-4001, 4003, 4042-4045, 4048-4052, 4056, 4058, 4065-4068, 4070-4071, 4074, 4082-4084, 4088, 4090-4092, 4096, 5170-5187, 5189-5192, 5195-5199, 5202, 5204, 5206, 5211-5213 and 5215-5222 (the "Locomotives").

A Memorandum of ORIX's rights and interests with respect to the Locomotives as Assignee and as Secured Party has previously been recorded with the Surface Transportation Board on December 29, 2003, under Recordation No. 24749. ORIX hereby releases and terminates its rights and interests covered by that Memorandum.

EXECUTED effective as of January 27, 2004.

ORIX Financial Services, Inc.

By: *Roderick Roberts*
Name: Roderick Roberts
Title: Senior Vice President

State of Georgia, County of Cobb

On January 12, 2004, before me personally appeared Roderick Roberts, to me personally known, who being by me duly sworn says that he is a Senior Vice President of ORIX Financial Services, Inc., and that he executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Nenna K. Bullman
Notary Public
My commission expires: **My Commission Expires
March 24, 2006**

[NOTARIAL SEAL]

TERMINATION AND RELEASE OF SECURITY INTEREST

ORIX Financial Services, Inc., ("ORIX"), for good and valuable consideration the receipt and sufficiency of which is acknowledged, terminates and releases its rights and interests in all of the following: (70) Model Dash 9-44 CW locomotives, bearing the road numbers BNSF 4000-4001, 4003, 4042-4045, 4048-4052, 4056, 4058, 4065-4068, 4070-4071, 4074, 4082-4084, 4088, 4090-4092, 4096, 5170-5187, 5189-5192, 5195-5199, 5202, 5204, 5206, 5211-5213 and 5215-5222 (the "Locomotives").

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Title: Senior Vice President

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Nonna R. Bullman

Notary Public

My commission expires:

My Commission Expires
March 24, 2006

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