THOMPSON COBURN

*Thompson Coburn LLP*
*Attorneys at Law*

Suite 600
1909 K Street, N.W.
Washington, D.C. 20006-1167
202-585-6900
FAX 202-585-6969
www.thompsoncoburn.com

RECORDATION NO. 12779-C FILED

SEP 22 '04 6-04 PM

SURFACE TRANSPORTATION BOARD

September 22, 2004

Matthew H. Kaiser
202-585-6912

Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423

Dear Secretary Williams:

I am the attorney for U.S. Bank National Association, one of the parties described below. I have enclosed two originals of the document described below, to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code.

This document is a Notice of Succession of Trusteeship, a secondary document, dated August 27, 2004. The primary document to which this document is connected is recorded under Recordation No. 12779.

The names and addresses of the parties to the document are as follows:

| | |
|---|---|
| Owner Trustee: | State Street Bank and Trust Company c/o State Street Bank and Trust Company of Connecticut, National Association<br>Goodwin Square<br>225 Asylum Street, 23rd Floor<br>Hartford, CT 06103<br>Attn: Corporate Trust Administration |
| Successor Owner Trustee: | U.S. Bank National Association<br>Goodwin Square<br>225 Asylum Street, 23rd Floor<br>Hartford, CT 06103<br>Attn: Corporate Trust Administration |

A fee of $30 is enclosed. Please cross-index this transaction as applicable. Please return a file-stamped original to me at the address on this letterhead.

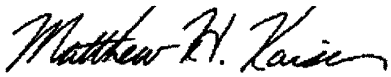
There is no change in the equipment covered by the documents. A short summary of the document to appear in the index follows:

Notice of Succession of Trusteeship, with Recordation No. 12779, dated August 27, 2004, between State Street Bank and Trust Company c/o State Street Bank and Trust Company of Connecticut, National Association and U.S. Bank National Association.

Thank you for your attention to this matter.

Very truly yours,

Thompson Coburn LLP



By
Matthew H. Kaiser

Enclosures

**Corporate Trust Services**
PO Box 960778
Boston, MA 02196-0778

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SEP 22 '04 6-04 PM

SURFACE TRANSPORTATION BOARD

August 27, 2004

Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423

Re: Notice of Change of Owner Trustee

Dear Secretary Williams:

Notice is hereby given that on January 1, 2003, State Street Bank and Trust Company sold its trust business to U.S. Bank National Association.

State Street Bank and Trust Company acts as owner trustee in several rolling stock transactions where certain of the financing instruments are filed with the Surface Transportation Board. Please amend your records with respect to the following recordation number to reflect the change of owner trustee to U.S. Bank National Association.

| | |
|---|---|
| RECORDATION NUMBER: | 12779 |
| OWNER TRUSTEE: | State Street Bank and Trust Company c/o State Street Bank and Trust Company of Connecticut, National Association |
| SUCCESSOR OWNER TRUSTEE: | U.S. Bank National Association |

Thank you for your assistance.

U.S. BANK NATIONAL ASSOCIATION

By: _____
Name: Dennis J. Calabrese
Title: Senior Vice President

ACKNOWLEDGMENT

COMMONWEALTH OF MASSACHUSETTS §
§
COUNTY OF SUFFOLK §

On this 27th day of August, 2004, before me personally appeared Dennis J. Calabrese, to me personally known, who being by me duly sworn, says that he is an authorized signatory of U.S. Bank National Association, that said instrument was signed on behalf of said national banking association 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 national banking association.

Notary Public in and for
the Commonwealth of Massachusetts