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RECORDATION NO. 17779-E FILED

SEP 22 '04 11:42 PM

SURFACE TRANSPORTATION BOARD

Matthew H. Kaiser
202-585-6912

September 22, 2004

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. 17779.

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

Indenture Trustee: State Street Bank and Trust Company c/o State Street
Bank and Trust Company of Connecticut, National
Association
Goodwin Square
225 Asylum Street, 23rd Floor
Hartford, CT 06103
Attn: Corporate Trust Administration

Successor
Indenture Trustee: U.S. Bank National Association
Goodwin Square
225 Asylum Street, 23rd Floor
Hartford, CT 06103
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:

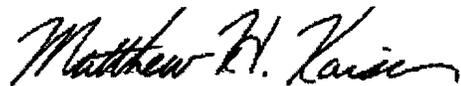
Secretary Williams
September 22, 2004
Page 2

Notice of Succession of Trusteeship, with Recordation No. 17779, 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

A handwritten signature in black ink that reads "Matthew H. Kaiser". The signature is written in a cursive style with a large, prominent initial "M".

By
Matthew H. Kaiser

Enclosures



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

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SEP 22 '04 11-42 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 Indenture 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 indenture 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 indenture trustee to U.S. Bank National Association.

| | |
|------------------------------|--|
| RECORDATION NUMBER: | 17779 |
| INDENTURE TRUSTEE: | State Street Bank and Trust Company c/o State Street Bank and Trust Company of Connecticut, National Association |
| SUCCESSOR INDENTURE 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

