

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.  
20036  
(202) 393-2266  
FAX (202) 393-2156  
E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)



December 17, 2004

RECORDATION NO. 24500-A FILED

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

DEC 17 '04 3-10 PM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Termination and Release of Security Interest, dated as of December 17, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete release and relates to the Loan and Security Agreement previously filed with the Board under Recordation Number 24500.

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

Secured Party: Norddeutsche Landesbank Girozentrale,  
Collateral Agent  
1114 Avenue of the Americas, 37th Floor  
New York, New York 10036

[Debtor: U.S. Bank National Association, as trustee  
2 Avenue De La Fayette, 6th Floor  
Boston, Massachusetts 02111]

Mr. Vernon A. Williams  
December 17, 2004  
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A description of the railroad equipment covered by the enclosed document  
is:

All railcars within the Loan and Security Agreement previously filed under  
Recordation No. 24500.

A short summary of the document to appear in the index is:

Termination and Release of Security Interest.

Also enclosed is a check in the amount of \$32.00 payable to the order of  
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the  
undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

### Termination and Release of Security Interest

NORDDEUTSCHE LANDESBANK GIRONZENTRALE, Collateral Agent for the Secured Parties ("Collateral Agent"), for good and valuable consideration the receipt and sufficiency of which is acknowledged, terminates and releases its rights and interests (including without limitation any security interests, liens, chattel mortgages, and other rights and interests as secured party) in and to, or pursuant to, any or all of the following:

Collateral Agent rights and interests pursuant to the Loan and Security Agreement dated as of June 25, 2003 among the Secured Parties and ABN AMRO Bank N.V., as assignee of U.S. BANK NATIONAL ASSOCIATION as assignee of State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity, but solely as trustee under Trust Agreement dated as or July 15, 1997, with respect to the railroad rolling stock described therein.

A memorandum of Collateral Agent's rights and interests with respect to the railroad rolling stock as secured party was recorded with the Surface Transportation Board on June 26, 2003, under Recordation No. 24500. Without limiting the generality of the foregoing, Collateral Agent releases and terminates its rights and interests covered by that memorandum.

[signature page follows]

RECORDATION NO. 24500-A FILED

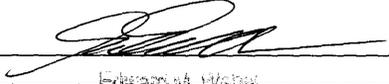
DEC 17 '04 3-10 PM

SURFACE TRANSPORTATION BOARD

EXECUTED as of December 17, 2004.

NORDDEUTSCHE LANDESBANK GIRONZENTRALE,  
as Collateral Agent

By:   
Name: Omar Olat Bolli  
Title: Senior Vice President

By:   
Name: Edward M. Walsh  
Title: Vice President

State of New York, County of New York

On DEC 14, 2004, before me personally appeared OMAR OLAF BOLL + EDWARD WEBER to me personally known, who being by me duly sworn says that he is SR VP AND VP of NORDDEUTSCHE LANDESBANK GIRONZENTRALE, 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.

  
\_\_\_\_\_  
Notary Public  
My commission expires:

[NOTARIAL SEAL]

**ANDREA JOHANN**  
NOTARY PUBLIC, STATE OF NEW YORK  
COUNTY OF NEW YORK  
I.D. NO. 10J05016075  
MY COMMISSION EXPIRES 8/2/05

State of New York, County of New York

On Dec 14, 2004, before me personally appeared Omar Olaf Boll + Edward Weber to me personally known, who being by me duly sworn says that he is SR VP AND VP of NORDDEUTSCHE LANDESBANK GIRONZENTRALE, 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.

  
\_\_\_\_\_  
Notary Public  
My commission expires:

[NOTARIAL SEAL]

**ANDREA JOHANN**  
NOTARY PUBLIC, STATE OF NEW YORK  
COUNTY OF NEW YORK  
I.D. NO. 10J05016075  
MY COMMISSION EXPIRES 8/2/05