

RECORDATION NO. 11197-I FILED

JAN 26 '07 -11 15 AM

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SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

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

January 26, 2007

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

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Release of Security Interests in Locomotives and in Lease, dated as of January 26, 2007, 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 Conditional Sale Agreement, Agreement and Assignment and Assignment of Lease and Agreement previously filed with the Commission under Recordation Numbers 11197, 11977-B and 11977-C, respectively.

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

Secured Party: BNY Midwest Railcar Corporation
2 North LaSalle Street
Chicago, IL 60602

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

19 locomotives: CSXT 1551 – CSXT 1558 and PRR 1426 – PRR 1436.

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

Release of Security Interests in Locomotives and in Lease.

Also enclosed is a check in the amount of \$34.00 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/sem
Enclosures

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SURFACE TRANSPORTATION BOARD

RELEASE OF SECURITY INTERESTS IN LOCOMOTIVES AND IN LEASE**WITNESSETH**

WHEREAS, by Conditional Sale Agreement, dated as of February 1, 1979 (the "CSA"), General Motors Company (Electro Motive Division) ("Builder") agreed to construct and sell to First Security Bank of Utah, N.A., as Trustee ("FSBU"), as Agent under a Conditional Sale Agreement dated the same date, nineteen (19) locomotives with the reporting mark and road numbers shown in Exhibit A hereto ("Equipment");

WHEREAS, by Agreement and Assignment, dated as of February 1, 1979 (the "Assignment") Builder assigned its interests in the CSA to Mercantile-Safe Deposit and Trust Company, as Secured Party ("Mercantile");

WHEREAS, by Lease of Railroad Equipment, dated as of February 1, 1979 (the "Lease"), between FSBU and Consolidated Rail Corporation ("ConRail"), FSBU leased the Equipment to ConRail subject to the rights of Agent under the CSA;

WHEREAS, by Assignment of Lease and Agreement, dated as of February 1, 1979 (the "Agreement"), FSBU assigned its rights under the Lease as collateral security to Mercantile to secure the payment of the indebtedness under the CSA (the "CSA Indebtedness");

WHEREAS the CSA, the Assignment, the Lease and the Agreement were filed and recorded with the Interstate Commerce Commission on December 14, 1979 at 1:10 p.m. and assigned Recordation Numbers 11197, 11197-A, 11197-B and 11197-C, respectively.

WHEREAS, an Amendment Agreement dated August 3, 1998 among Conrail, as lessee, General Electric Capital Corporation ("GECC") (f/k/a GE Credit), as beneficiary, and FSBU, as lessor, was recorded at the Surface Transportation Board on January 13, 1999 at 2:30 p.m., under Recordation No. 11197-E acknowledging that the CSA indebtedness has been paid;

WHEREAS, Wells Fargo Bank Northwest, National Association, not in its individual capacity but solely as Trustee ("Successor Trustee") has succeeded to the interests of FSBU;

WHEREAS, BNY Midwest Trust Company has succeeded to the interests of Mercantile as Secured Party;

WHEREAS, the Secured Party hereto desire to execute this Instrument to evidence for the public record the full and complete satisfaction and release of all security interests granted under the CSA, the Assignment and the Agreement;

NOW, THEREFORE, in consideration of the premises, it is agreed:

Secured Party does hereby acknowledge and confirm: (i) the full and complete satisfaction of the CSA Indebtedness and other obligations under the CSA, the Assignment, and the Agreement; (ii) the release of all rights, obligations, and security interests in the Equipment, whether arising under the CSA, the Assignment, the Agreement, or any other instruments executed pursuant thereto or in connection therewith; and (iii) the reassignment, effective hereby, to Successor Trustee of all of the rights, title and interests of the Secured Party in the Lease and the Equipment.

This instrument is to be filed and recorded with the Surface Transportation Board pursuant to the provisions of 49 U.S.C. Section 11301.

IN WITNESS WHEREOF, the parties hereto has executed this instrument as of the 26th day of JANUARY, 2007.

BNY MIDWEST TRUST COMPANY

By: J. Bartolini

Name: J. BARTOLINI

Title: VICE PRESIDENT

STATE OF ILLINOIS)
) ss:
COUNTY OF COOK)

On this 26th day of JANUARY, 2007, before me personally appeared J. BARTOLINI, to me personally known, who, being by me duly sworn, says that he/she is a VICE PRESIDENT of BNY MIDWEST TRUST COMPANY, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and acknowledged that the execution of the foregoing instrument was the free act and deed of the corporation.

Julie Braun
NOTARY PUBLIC

My commission expires:
6-23-10

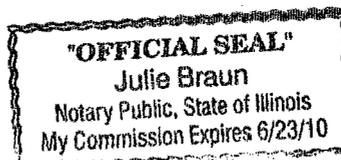


Exhibit A

OLD NUMBER	NEW NUMBER	OLD NUMBER	NEW NUMBER
CR 1653	CSXT 1551	CR 1652	PRR 1426
CR 1655	CSXT 1552	CR 1654	PRR 1427
CR 1657	CSXT 1553	CR 1656	PRR 1428
CR 1658	CSXT 1554	CR 1660	PRR 1429
CR 1659	CSXT 1555	CR 1661	PRR 1430
CR 1664	CSXT 1556	CR 1662	PRR 1431
CR 1667	CSXT 1557	CR 1663	PRR 1432
CR 1669	CSXT 1558	CR 1665	PRR 1433
		CR 1666	PRR 1434
		CR 1668	PRR 1435
		CR 1670	PRR 1436

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 1/24/07



Robert W. Alvord