

RECORDATION NO. 22562-B FILED

OCT 17 '01 5:13 PM

SURFACE TRANSPORTATION BOARD

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

October 12, 2001

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 Termination and Release of Security Interest and Lease Assignment, dated October 1, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed relates to the Assignment Agreement which was previously filed with the Board under Recordation Number 22562-A.

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

Assignee/Secured Party: Transamerica Equipment
Financial Services Corporation
5080 Spectrum Drive
Addison, TX 75001

[Assignor/Debtor: Railcar, Ltd.
1819 Peachtree Road, N.E.
Atlanta, GA 30309]

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

100 gondola railcars within the series LSMX 000401 - LMSX 000503.

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

Termination and Release of Security Interest and Lease Assignment

Also enclosed is a check in the amount of \$28.00 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 AND LEASE ASSIGNMENT

The undersigned, TRANSAMERICA EQUIPMENT FINANCIAL SERVICES CORPORATION, a Delaware corporation, for good and valuable consideration, the receipt and sufficiency of which is acknowledged, terminates and releases its rights and interests (including without limitation any rights and interests as lessor and any security interests, liens, chattel mortgages, and other rights and interests as secured party) in and to

(a) the railroad equipment described on the exhibit entitled "Description of Railcars" attached hereto (the "Equipment"); and

(b) the Schedule A dated as of March 31, 1998, to the Master Car Lease Agreement dated as of April 17, 1998, between Railcar, Ltd., as lessor, and Old Ben Coal Company, as lessee, which has been assigned Transamerica Equipment Financial Services Corporation pursuant to an Assignment Agreement dated November 30, 1999.

A memoranda of the undersigned's rights and interests with respect to said railroad equipment and agreements acquired pursuant to the Assignment Agreement dated as of November 30, 1999, between Railcar, Ltd., and the undersigned has been recorded with the United States Surface Transportation Board pursuant to section 11301 of Title 49 of the United States Code on August 31, 1999 and assigned recordation number 22562-A. Without limiting the generality of the foregoing, the undersigned releases and terminates its rights and interests in the Equipment, as defined above, and said Schedule A covered by that memorandum.

The address of the undersigned is

TRANSAMERICA EQUIPMENT FINANCIAL SERVICES CORPORATION
5080 Spectrum Drive, Suite 1100 W
Addison, Texas 75001

TRANSAMERICA EQUIPMENT FINANCIAL SERVICES CORPORATION

By: C. M. Renfro

STATE OF TEXAS
COUNTY OF DALLAS

On October 1, 2001, before me personally appeared C. M. Renfro, to me personally known, who being by me duly sworn says that he is Vice President - Operations Manager of TRANSAMERICA EQUIPMENT FINANCIAL SERVICES CORPORATION, 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.



Julie Milbrath
Notary Public

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SURFACE TRANSPORTATION BOARD

1173-047-001

DESCRIPTION OF RAILCARS

. Lessee: Old Ben Coal Company

. Quantity: 100

. Car Description: 100 Ton Rotary Coal Gondola

*MARK.	UNIT	.MARK.	UNIT								
LSMX	000401	LSMX	000402	LSMX	000403	LSMX	000404	LSMX	000405	LSMX	000406
LSMX	000407	LSMX	000408	LSMX	000409	LSMX	000410	LSMX	000411	LSMX	000412
LSMX	000413	LSMX	000414	LSMX	000415	LSMX	000416	LSMX	000417	LSMX	000418
LSMX	000419	LSMX	000420	LSMX	000421	LSMX	000422	LSMX	000423	LSMX	000424
LSMX	000425	LSMX	000426	LSMX	000427	LSMX	000428	LSMX	000429	LSMX	000430
LSMX	000431	LSMX	000432	LSMX	000433	LSMX	000434	LSMX	000435	LSMX	000436
LSMX	000437	LSMX	000438	LSMX	000439	LSMX	000440	LSMX	000441	LSMX	000442
LSMX	000443	LSMX	000445	LSMX	000446	LSMX	000448	LSMX	000449	LSMX	000450
LSMX	000451	LSMX	000452	LSMX	000453	LSMX	000454	LSMX	000456	LSMX	000457
LSMX	000458	LSMX	000459	LSMX	000460	LSMX	000461	LSMX	000462	LSMX	000463
LSMX	000464	LSMX	000465	LSMX	000466	LSMX	000467	LSMX	000468	LSMX	000469
LSMX	000470	LSMX	000471	LSMX	000472	LSMX	000473	LSMX	000474	LSMX	000475
LSMX	000476	LSMX	000477	LSMX	000478	LSMX	000479	LSMX	000480	LSMX	000481
LSMX	000482	LSMX	000483	LSMX	000484	LSMX	000485	LSMX	000486	LSMX	000487
LSMX	000488	LSMX	000489	LSMX	000490	LSMX	000491	LSMX	000492	LSMX	000493
LSMX	000494	LSMX	000495	LSMX	000496	LSMX	000497	LSMX	000498	LSMX	000499
LSMX	000500	LSMX	000501	LSMX	000502	LSMX	000503				