

LAW OFFICES  
**ALLEN H. HARRISON, JR.**  
SUITE 706  
2009 NORTH 14<sup>TH</sup> STREET  
ARLINGTON, VIRGINIA 22201

TELEPHONE (703) 524-8309  
FAX (703) 524-3035

RECORDATION NO. 24063-C FILED

JAN 17 '03

1-32 PM

**SURFACE TRANSPORTATION BOARD**

January 17, 2003

**Recordation No. 24063-C**

Dear Mr. Williams:

On behalf of Trilon Bankcorp Inc. I submit for filing and recording under 49 U.S.C. § 11301 (a) and the regulations applicable thereunder, executed counterparts of a secondary document, not previously recorded, in the nature of a letter of partial release ("Partial Release") dated as of January 13, 2003.

The parties to the enclosed Partial Release are:

**Trilon Bankcorp Inc.** - **RELEASOR/SECURED PARTY**  
**BCE Place, Suite 4420**  
**181 Bay Street**  
**Toronto, Ontario M5J 2T3**  
**CANADA**

**National Steel Car Limited** - **RELEASEE/DEBTOR**  
**602 Kenilworth Avenue North**  
**Hamilton, Ontario L8N 3J4**  
**CANADA**

The said Partial Release, among other things, acts to release ONLY those units in Appendix 2 thereto (copy attached) from that certain Security Agreement between National Steel Car Limited, as Debtor, and Trilon Bancorp Inc., as Secured Party, recorded under Recordation No. 24063. The Partial Release should be recorded under the next available letter under Recordation No. 24063, which letter we believe to be "-C."

The equipment covered by the instant Partial Release is as identified in Appendix 2 thereto, namely thirty-five coil steel railcars, NSCX numbers.

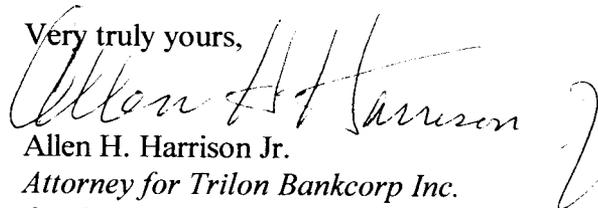
A short summary of the Partial Release to appear in the Surface Transportation Board Index is as follows:

"Released from Security Agreement thirty-five coil steel railcars, NSCX numbers, as covered in Appendix 2 to Partial Release."

Enclosed is a check in the amount of thirty dollars (\$30.00) in payment of the filing fee.

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter from the Surface Transportation Board acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,



Allen H. Harrison Jr.  
*Attorney for Trilon Bankcorp Inc.*  
*for the purpose of this filing.*

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

Enclosures

BY HAND

**APPENDIX 2****Cars**

Thirty Five (35) coil steel railcars, numbered:

NSCX 7016  
NSCX 7022  
NSCX 7049  
NSCX 7060  
NSCX 7098 through NSCX 7099 inclusive  
NSCX 7102  
NSCX 7140  
NSCX 7142  
NSCX 7165  
NSCX 7177  
NSCX 7180  
NSCX 7217  
NSCX 7268 through NSCX 7269 inclusive  
NSCX 7271  
NSCX 7278  
NSCX 7284  
NSCX 7303  
NSCX 7305  
NSCX 7322  
NSCX 7327  
NSCX 7331  
NSCX 7336  
NSCX 7340  
NSCX 7345 through NSCX 7346 inclusive  
NSCX 7353 through NSCX 7354 inclusive  
NSCX 7360 through NSCX 7361 inclusive  
NSCX 7364  
NSCX 7386  
NSCX 7403 through NSCX 7404 inclusive



BCE Place 181 Bay Street Suite 4100 Toronto, Ontario M5J 2T3  
Telephone (416) 363-0061 Fax (416) 363-0062

January 13, 2003

RECORDATION NO. 24063-c FILED

JAN 17 '03

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SURFACE TRANSPORTATION BOARD

National Steel Car Limited  
P.O. Box 2450 LCD 1  
600 Kenilworth Avenue North  
Hamilton, Ontario L8N 3J4  
Canada  
Attention: Cecil Mosselman

CIT Leasing Corporation  
3 First National Plaza  
Suite 5300  
70 West Madison Street  
Chicago, Illinois 60602  
Attention: Michael D. Calomino  
Vice President – Purchasing and Technology

**Re: Release of interest in coil steel railcars in favour of CIT Leasing Corporation ("CIT")**

Dear Sirs:

We refer to our letter dated January 2, 2003 concerning the above-referenced matter, a copy of which is attached hereto as Appendix 1, and we now confirm that we irrevocably release the coil steel railcars (the "Cars") described in the list of Cars attached to this letter as Appendix 2, from any security interest or claim under the Security Agreement described in Appendix 1.

Sincerely,

TRILON BANCORP INC.

By: [Signature]  
Name: Bruce Robertson  
Title: Vice President

PROVINCE OF ONTARIO )

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TO ALL THOSE WHOM THESE PRESENTS  
MAY COME, BE SEEN OR KNOWN  
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I, Jessica Lawrence, a Notary Public in and for the Province of Ontario by Royal Authority duly appointed residing at the City of Toronto, in the said Province, do certify that on this date, the 14 day of January, 2003, before me personally appeared Mr. Robert [unclear], the vice President of Trilon Bancorp Inc., who acknowledged himself to be a duly authorized officer of Trilon Bancorp Inc., and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

IN TESTIMONY WHEREOF I have hereof subscribed my name and affixed my Notarial Seal of Office at the City of Toronto this 14 day of January, 2003.

Jessica Lawrence  
Name:

A Notary Public in and for the Province of Ontario

**APPENDIX 1**

See Attached



BCE Place, 181 Bay Street, Suite 4420, P.O. Box 771  
Toronto, Ontario M5J 2T3  
Telephone (416) 363-0061 Fax (416) 365-9642

January 2<sup>nd</sup>, 2003

National Steel Car Limited  
P.O. Box 2450 LCD 1  
600 Kenilworth Avenue North  
Hamilton, Ontario L8N 3J4  
Canada  
Attention: Cecil Mosselman

CIT Leasing Corporation  
3 First National Plaza  
Suite 5300  
70 West Madison Street  
Chicago, Illinois 60602  
Attention: Michael D. Calomino  
Vice President – Purchasing and Technology

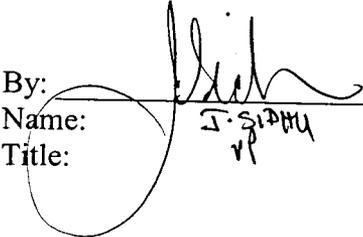
Dear Sirs:

Reference is hereby made to that certain General Security Agreement made and entered into as of July 19, 2002, by National Steel Car Limited ("NSC") in favor of Trilon Bancorp Inc. ("Trilon") (the "Security Agreement"), a memorandum of which has been filed with the United States Surface Transportation Board under Recordation No. 24063. Trilon understands that pursuant to a Purchase Agreement, dated as of October 16, 2002, NSC intends to sell to CIT Leasing Corporation ("CIT") and CIT intends to purchase from NSC, three hundred (300) coil steel railcars, manufactured or to be manufactured by NSC (the "Cars"), such purchase to occur through the sales of Cars in batches of one or more Cars ("Batches").

On or immediately prior to the invoicing of a particular Batch by NSC to CIT, Trilon shall release (a "Release") the Cars listed or to be listed on such invoice from any security interest or claim under the Security Agreement, such Release to be granted at NSC's expense and to be given in the form set forth in Annex 1 to this letter. Upon receipt by NSC of the proceeds of the sale of such Cars, NSC shall pay such proceeds to Trilon, only to the extent that there are any amounts due and owing under the revolving Credit A Loan under the Loan Agreement between NSC and Trilon dated July 19, 2002. Notwithstanding the foregoing, in the event that NSC does not pay to Trilon the proceeds of sale relating to a particular Batch, Trilon shall not be obligated to provide a Release in connection with the next Batch.

Sincerely,

TRILON BANCORP INC.

By:   
Name: J. Sidhu  
Title: VP

ACKNOWLEDGEMENT AND AGREEMENT

The undersigned hereby acknowledges the foregoing and undertakes to pay the proceeds of the sales of Cars to Trilon, in accordance with the foregoing.

NATIONAL STEEL CAR LIMITED

By:   
Name: Cecil Mosselman  
Title: Corporate Secretary

PROVINCE OF ONTARIO

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TO ALL THOSE WHOM THESE PRESENTS  
MAY COME, BE SEEN OR KNOWN

I, Colomba Wollaston, a Notary Public in and for the Province of Ontario by Royal Authority duly appointed residing at the City of Hamilton, in the said Province, do certify that on this date, the 8<sup>th</sup> day of January, 2003, before me personally appeared Cecil Mosselman, the Corporate Sec. of National Steel Car Limited, who acknowledged himself to be a duly authorized officer of National Steel Car Limited, and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

IN TESTIMONY WHEREOF I have hereof subscribed my name and affixed my Notarial Seal of Office at the City of Hamilton this 8<sup>th</sup> day of January, 2003.

C. Wollaston  
Name: Colomba Wollaston

A Notary Public in and for the Province of Ontario

COLOMBA ANNE WOLLASTON, Notary Public,  
City of Hamilton-Wentworth, limited to the  
attestation of instruments and the taking of  
affidavits, for National Steel Car Limited.  
Expires April 15, 2004

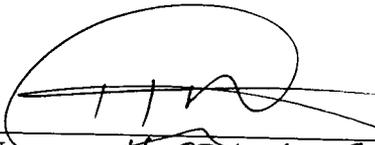
PROVINCE OF ONTARIO )

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TO ALL THOSE WHOM THESE PRESENTS  
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I, HARRY A. GOLDBURT, a Notary Public in and for the Province of Ontario by Royal Authority duly appointed residing at the City of VAN HAN, in the said Province, do certify that on this date, the 2nd day of JANUARY, 2003, before me personally appeared JACK SIDHU, the VICE-PRES of Trilon Bancorp Inc., who acknowledged himself to be a duly authorized officer of Trilon Bancorp Inc., and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

IN TESTIMONY WHEREOF I have hereof subscribed my name and affixed my Notarial Seal of Office at the City of TORONTO this 2nd day of JANUARY, 2003.

  
Name: HARRY A. GOLDBURT

A Notary Public in and for the Province of Ontario

ANNEX 1

[TRILON BANCORP INC. LETTERHEAD]

\_\_\_\_\_, 200\_\_

National Steel Car Limited  
P.O. Box 2450 LCD 1  
600 Kenilworth Avenue North  
Hamilton, Ontario L8N 3J4  
Canada  
Attention: Cecil Mosselman

CIT Leasing Corporation  
3 First National Plaza  
Suite 5300  
70 West Madison Street  
Chicago, Illinois 60602  
Attention: Michael D. Calomino  
Vice President – Purchasing and Technology

**Re: Release of interest in coil steel railcars in favour of CIT Leasing Corporation (“CIT”)**

Dear Sirs:

We refer to our letter dated \_\_\_\_\_, 200\_\_ concerning the above-referenced matter, a copy of which is attached hereto as Appendix 1, and we now confirm that we irrevocably release the coil steel railcars (the “Cars”) described in the list of Cars attached to this letter as Appendix 2, from any security interest or claim under the Security Agreement described in Appendix 1.

Sincerely,

TRILON BANCORP INC.

By: \_\_\_\_\_  
Name:  
Title:

PROVINCE OF ONTARIO

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TO ALL THOSE WHOM THESE PRESENTS  
MAY COME, BE SEEN OR KNOWN

I, \_\_\_\_\_, a Notary Public in and for the Province of Ontario  
by Royal Authority duly appointed residing at the City of \_\_\_\_\_, in the said Province,  
do certify that on this date, the \_\_\_\_ day of \_\_\_\_\_, 200\_\_, before me personally  
appeared \_\_\_\_\_, the \_\_\_\_\_ of Trilon Bancorp Inc., who acknowledged  
himself to be a duly authorized officer of Trilon Bancorp Inc., and that, as such officer, being  
authorized to do so, he executed the foregoing instrument for the purposes therein contained.

IN TESTIMONY WHEREOF I have hereof subscribed my name and affixed my  
Notarial Seal of Office at the City of \_\_\_\_\_ this \_\_\_\_ day of \_\_\_\_\_,  
200\_\_.

\_\_\_\_\_  
Name:

A Notary Public in and for the Province of  
Ontario

**APPENDIX 1**

See Attached

**APPENDIX 2**

**Cars**

\_\_\_\_\_ coil steel railcars, numbered: