

RECORDATION NO. 14480-D FILED

SEP 26 '03 3-06 PM

SURFACE TRANSPORTATION BOARD

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

September 26, 2003

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 Lien, dated as of March 18, 2003, 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 Security Agreement which was previously filed with the Commission under Recordation Number 14480.

The names and addresses of the party to the enclosed document are:

Secured Party: State of Wisconsin Investment Board
121 East Wilson Street
Madison, Wisconsin 53702

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

(i) 200 Ballast cars: CR 56549 – CR 56748, and (ii) 336 mill gondola cars within the series CR 582264 – CR 582599.

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

Release of Lien.

Also enclosed is a check in the amount of \$30.00 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

RECORDATION NO. 14480-1 FILED

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RELEASE OF LIEN

WHEREAS, US Bank National Association, successor in interest to State Street Bank and Trust Company of Connecticut, National Association, (not in its individual capacity but as Trustee pursuant to a Trust Agreement dated as of November 15, 1984 between Trustee and ATEL Capital Equipment Fund VIII, LLC, as Owner), as Lessor, and Consolidated Rail Corporation, as Lessee, entered into the Lease of Railroad Equipment dated as of November 15, 1984 with respect to certain railcars, which was recorded with the Interstate Commerce Commission on November 20, 1984 and assigned Recordation Number 14479, which Lease was amended by Amendment Agreement in respect of Lease of Railroad Equipment dated as of August 3, 1998 ("First Amendment") which First Amendment was recorded with the Surface Transportation Board on February 10, 1999 and assigned Recordation Number 14479-C;

WHEREAS, State Street Bank and Trust Company of Connecticut, National Association, as Trustee, as Debtor, and State of Wisconsin Investment Board, as Note Purchaser and Secured Party entered into that certain Security Agreement dated as of November 15, 1984 which was filed with the Interstate Commerce Commission on November 20, 1984 and assigned Recordation Number 14480 and Supplement No. 1 thereto dated November 20, 1984 also filed with the Interstate Commerce Commission on November 20, 1984 and given Recordation Number 14480-H (together, the "Security Agreement").

WHEREAS, the indebtedness secured thereby was paid in full on January 2, 2001 and the obligations of the Trustee have therefore been paid and satisfied in full;

WHEREAS, pursuant to Section 7.12 of the Security Agreement, Secured Party agrees to execute this Release to evidence for the public record the satisfaction and release of its lien;

NOW, THEREFORE, the Secured Party, for due consideration, pursuant to the provisions of Section 7.12 of the Security Agreement, does hereby release, demise, convey and quitclaim unto the Trustee and its successors and assigns whatever right, title, lien or interest which the Secured Party has or may have under the Security Agreement or by virtue of the recording of the Security Agreement with the Interstate Commerce Commission.

IN WITNESS WHEREOF, the Secured Party has caused this instrument to be duly executed and delivered by its duly authorized officer on March 18, 2003.

Secured Party:
STATE OF WISCONSIN INVESTMENT BOARD

By: Eve Hampton

Title: Eve A. Hampton
Portfolio Manager

STATE OF Wisconsin

COUNTY OF Waune ss:

On this 18th day of March, 2003, before me,

Terri Jo Saarela a Notary Public in and for said County,

personally appeared Eve Hampton, known to me to be the person whose name is subscribed to the within instrument, and acknowledged that he/she executed the same.

Terri Jo Saarela
Notary Public in and for the

State of Wisconsin

County of Waune

My commission expires April 24, 2005

(SEAL)