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RECORDATION NO. 16546-I FILED
JAN 16 '04 10:53 AM
SURFACE TRANSPORTATION BOARD

January 15, 2004

Recordation No. 16546-I

Dear Mr. Williams:

On behalf of The Bank of New York successor in interest to Mercantile - Safe Deposit and Trust Company, as Indenture Trustee, 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, entitled Memorandum of Full Release and Termination of Indenture and Security Agreement No. 5 ("Full Release"), made as of January 6, 2004.

The parties to the enclosed Full Release are:

The Bank of New York, successor in interest to Mercantile - Safe Deposit and Trust Company, as Indenture Trustee. The Bank of New York Plaza 10161 Centurion Parkway Jacksonville, FL 32256	-	SECURED PARTY/RELEASING PARTY
Manufacturers and Traders Trust Company, f/k/a FMB Trust Company, National Association, as successor in interest to Fleet National Bank, f/k/a Fleet National Bank of Connecticut, f/k/a Shawmut Bank Connecticut, National Association, f/k/a The Connecticut National Bank, as Owner Trustee. 16th Floor 25 Charles Street Baltimore, MD 21201	-	BORROWER/RELEASED PARTY

The said Full Release, among other things, acts to terminate in full that certain Indenture and Security Agreement No. 5, filed September 29, 1989 under Recordation No. 16546-A as amended/supplemented and should be recorded under the next available letter thereunder, which letter we believe is "-I".

The equipment covered by the instant Full Release is all the equipment covered by the aforesaid Indenture and Security Agreement No. 5.

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

"Full Release of Indenture and Security Agreement No. 5 under Recordation No. 16546-A, as amended/supplemented."

Enclosed is a check in the amount of thirty ($30) dollars 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 The Bank of New York,
successor in interest to
Mercantile - Safe Deposit
and Trust Company,
as Indenture Trustee,
for the purpose of this filing.

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

Enclosures

BY HAND

8208-020

RECORDATION NO. 16546-I FILED

JAN 16 '04 10-53 AM

SURFACE TRANSPORTATION BOARD

MEMORANDUM
OF
FULL RELEASE AND TERMINATION
OF
INDENTURE AND SECURITY AGREEMENT NO. 5 OF SEPTEMBER 5, 1989
RECORDED SEPTEMBER 29, 1989 UNDER RECORDATION NO. 16546-A

This FULL RELEASE AND TERMINATION is made as of January 6, 2004 by The Bank of New York, as Indenture Trustee, as successor in interest to Mercantile – Safe Deposit and Trust Company, care of The Bank of New York Trust Company of Florida, N.A., The Bank of New York Plaza, 10161 Centurion Parkway, Jacksonville, Florida 32256, for the benefit of Manufacturers and Traders Trust Company, f/k/a FMB Trust Company, National Association, as successor in interest to Fleet National Bank, f/k/a Fleet National Bank of Connecticut, f/k/a Shawmut Bank Connecticut, National Association, f/k/a/ The Connecticut National Bank, as owner trustee, of 25 South Charles Street, 16th Floor, Baltimore, Maryland 21201 (the aforesaid entities together hereinafter "Parties").

WHEREAS, the Parties, among others, entered into that certain Indenture and Security Agreement No. 5, dated as of September 5, 1989 and recorded with the Surface Transportation Board September 29, 1989 under Recordation No. 16546-A; and

WHEREAS, as to the Parties, the obligations secured by the above-mentioned Security Agreement have been fully satisfied and discharged and the Parties wish to make of record this fact.

NOW, THEREFORE, for good and valuable consideration, the sufficiency and receipt of which is acknowledged, and intending to be legally bound, The Bank of New York, as Indenture Trustee, as successor in interest to Mercantile – Safe Deposit and Trust Company, does hereby release and terminate in toto the aforesaid Security Agreement and fully releases and discharges all the collateral described and covered therein and thereby.

IN WITNESS WHEREOF, The Bank of New York, as Indenture Trustee, as successor in interest to Mercantile – Safe Deposit and Trust Company, has duly executed this FULL RELEASE AND TERMINATION as of the date first above written.

The Bank of New York, as Indenture Trustee
(as successor in interest to Mercantile – Safe
Deposit and Trust Company)

By: _____
Name: CRAIG A. KAYE
Title: AS AGENT

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STATE OF Florida)
) SS:
COUNTY/CITY OF Duval)

On this 6 day of January, 2004 before me personally appears Craig Kyle, to me personally known, who by me duly sworn, says that he/she is the Agent of The Bank of New York, as Indenture Trustee, as successor in interest to Mercantile – Safe Deposit and Trust Company, ("Trustee") that the foregoing instrument was signed on behalf of Trustee by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of Trustee.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Notary Public

Roxanne R. Shaw
Commission # DD 004505
Expires March 5, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

[SEAL]

My Commission expires: 3-5-05

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CERTIFICATE OF TRUE COPY

I, Allen H. Harrison, Jr., a member of the Bars of the District of Columbia and the Commonwealth of Virginia, under penalty of perjury, do hereby certify that I have compared the attached document with an executed original counterpart thereof and find the said attached copy to be in all respects a true, correct and complete copy of the aforesaid executed original counterpart.

IN WITNESS WHEREOF, I have hereto affixed my signature this 15th day of January, 2004

Allen H. Harrison, Jr.

Allen H. Harrison, Jr.