

RECORDATION NO. 20563-I FILED

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SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

February 2, 2004

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 of Lease, dated as of December 14, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease and amendment thereto which were previously filed with the Board under Recordation Number 20563-D and 20563-G.

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

Lessor: Manufacturers and Traders Trust Company
(successor in interest to Allfirst Bank)
25 South Charles Street
Baltimore, Maryland 21201

Lessee: Progress Rail Services Corporation
1600 Progress Drive
Albertville, Alabama 35950

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

676 railcars within the series CYDX 000105 - CYDX 698 and PRSX 2000 - PRSX 2099 (formerly IC/ICG 387015 - IC/ICG 389497) as more particularly set forth in the equipment schedule attached to the Amendment No. 1 to Memorandum of Lease filed under Recordation Number 20563-G.

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

Termination of Lease.

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

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TERMINATION OF LEASE

SURFACE TRANSPORTATION BOARD

1. This instrument relates to that certain Master Equipment Sub-Sublease dated as of August 31, 2000 between Manufacturers and Traders Trust Company, successor by merger to Allfirst Bank ("M&T Bank") as lessor, and Progress Rail Services Corporation ("PRSC"), as lessee, and the related Schedule No. 1 dated on even date therewith, as amended by Amendment No. 1 to Master Equipment Sub-Sublease dated as of October 30, 2000 between M&T Bank, as lessor, and PRSC, as lessee (collectively the "Sub-Sublease Agreement") pursuant to which M&T Bank leased certain railroad cars to PRSC. Said Sub-Sublease Agreement is evidenced by that certain Memorandum of Lease dated as of August 31, 2000 and recorded with the Surface Transportation Board (the "STB") on September 12, 2000 under recordation number 20563-D, and Amendment No. 1 to Memorandum of Lease recorded with the STB on November 6, 2000 under recordation number 20563-G.

2. The Lease has terminated, effective August 31, 2003.

3. This Termination of Lease may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

IN WITNESS WHEREOF, the parties have caused this Termination of Lease to be executed as of the 14 day of December, 2003.

LESSOR:

MANUFACTURERS AND TRADERS
TRUST COMPANY

By: Mohammad F. Jishi
Name: Mohammad F. Jishi
Title: VICE PRESIDENT

State of Maryland, City of Baltimore

On December 11, 2003, before me personally appeared Mohammad F. Jishi to me personally known, who being by me duly sworn says that he is Vice President Manufacturers and Traders Trust Company 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 his free act and deed of said corporation.

[NOTARIAL SEAL]



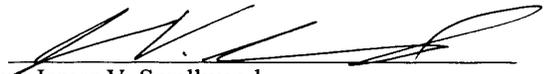
DOROTHY J. HAMPTON
NOTARY PUBLIC ANNE ARUNDEL CO., MD
Dorothy J. Hampton
My commission expires: 11/15/2005

My commission expires:

[SIGNATURES CONTINUE ON NEXT PAGE]

LESSEE:

PROGRESS RAIL SERVICES CORPORATION

By: 
Name: James V. Smallwood
Title: Senior Vice President

State of Georgia, County of Fulton

On December 14, 2003, before me personally appeared James V. Smallwood, to me personally known, who being by me duly sworn says that he is Senior Vice President of Progress Rail 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.

[NOTARIAL SEAL]


Notary Public
My commission expires: 5-29-2007