RECORDATION NO. 23088-A FILED

FEB 02 '04 3-17 PM

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 Memorandum of Release of Collateral Assignment, 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 Memorandum of Collateral Assignment of Leases which was previously filed with the Board under Recordation Numbers 23088.

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

Secured Party:	Manufacturers and Traders Trust Company (successor in interest to Allfirst Bank) 25 South Charles Street Baltimore, Maryland 21201
Assignor:	Progress Rail Services Corporation 1600 Progress Drive Albertville, Alabama 35950

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

576 railcars within the series CYDX 000100 - CYDX 000698 as more particularly set forth in the equipment schedule attached to the document.

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

Memorandum of Release of Collateral Assignment.

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

MEMORANDUM OF RELEASE OF COLLATERAL ASSIGNMENT

1. Pursuant to the Collateral Assignment Agreement identified below, Progress Rail Services Corporation ("PRSC") collaterally assigned to Manufacturers and Traders Trust Company, successor by merger to Allfirst Bank ("M&T Bank), as security interest for certain obligations of PRSC to M&T Bank, all of PRSC's right, title and interest in and to the User Lease identified below, relating to the railroad cars identified on the exhibit attached hereto and entitled "Description of Railcars."

"Collateral Assignment Agreement" means the Collateral Assignment Agreement dated as of August 31, 2000, between PRSC and M&T Bank, as evidenced by a Memorandum of Collateral Assignment of Leases dated August 31, 2000 and recorded with the Surface Transportation Board on September 12, 2000 and assigned Recordation No. 23088, as amended by Amendment No. 1 to Collateral Assignment Agreement dated as of October 30, 2000 between PRSC and M&T Bank.

"User Lease" means the Master Lease Agreement dated as of April 1, 1999, and the related Schedule No. 1 dated as of April 1, 1999, Schedule No. 6 dated as of October 31, 1999, Schedule No. 14 dated as of April 1, 2000, and Schedule No. 15 dated as of August 24, 2000, between Railcar, Ltd. (acting as agent for PRSC), as lessor, and Conrad Yelvington Distributors, Inc., as lessee.

2. M&T Bank, for good and valuable consideration the receipt and sufficiency of which is acknowledged, hereby terminates and releases its rights and interests (including without limitation any security interests, liens, and other rights and interests as secured party) in the User Lease and to the railroad cars listed in the attached Exhibit "Description of Equipment."

3. The addresses of the parties are as follows:

Progress Rail Services Corporation
1600 Progress Drive
Albertville, AL 35950

Manufacturers and Traders Trust Company
Transportation and Leasing Division
25 South Charles Street
Mail Code 101-460
Baltimore, MD 21201

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4. This Memorandum 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.

[Execution continued on next page; remainder of this page intentionally left blank]

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

MANUFACTURERS & TRADERS
TRUST COMPANY

BY: _____
Name: Mohannad F. Joshi
Title: Vice President

State of Maryland
City of Baltimore

On December 11, 2003, before me personally appeared Mohannad F. Joshi, to me personally known, who being by me duly sworn says that he is Vice President of 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 the free act and deed of said corporation.

_____
Notary Public
My commission expires:

DOROTHY J. HAMPTON
NOTARY PUBLIC
ANNE ARUNDEL CO., MD

[NOTARIAL SEAL]

DOROTHY J. HAMPTON
NOTARY PUBLIC ANNE ARUNDEL CO., MD
My Commission Expires 11/15/2005

PROGRESS RAIL SERVICES CORPORATION

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

[Signatures continue on next page]

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 a 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.

Notary Public
My commission expires: 5-29-2007

[NOTARIAL SEAL]

DESCRIPTION OF EQUIPMENT

576 open top hopper railcars bearing the reporting marks and numbers as follows:

CYDX	000672	CYDX	000640	CYDX	000536	CYDX	000509	CYDX	000502
CYDX	000673	CYDX	000641	CYDX	000537	CYDX	000510	CYDX	000384
CYDX	000674	CYDX	000642	CYDX	000538	CYDX	000447	CYDX	000385
CYDX	000675	CYDX	000643	CYDX	000539	CYDX	000448	CYDX	000386
CYDX	000676	CYDX	000644	CYDX	000540	CYDX	000449	CYDX	000387
CYDX	000677	CYDX	000645	CYDX	000541	CYDX	000450	CYDX	000388
CYDX	000678	CYDX	000646	CYDX	000542	CYDX	000451	CYDX	000389
CYDX	000679	CYDX	000647	CYDX	000543	CYDX	000452	CYDX	000390
CYDX	000680	CYDX	000648	CYDX	000544	CYDX	000453	CYDX	000391
CYDX	000681	CYDX	000649	CYDX	000545	CYDX	000454	CYDX	000392
CYDX	000682	CYDX	000650	CYDX	000546	CYDX	000455	CYDX	000393
CYDX	000683	CYDX	000651	CYDX	000547	CYDX	000456	CYDX	000394
CYDX	000684	CYDX	000652	CYDX	000548	CYDX	000457	CYDX	000395
CYDX	000685	CYDX	000653	CYDX	000549	CYDX	000458	CYDX	000396
CYDX	000686	CYDX	000654	CYDX	000550	CYDX	000459	CYDX	000397
CYDX	000687	CYDX	000655	CYDX	000551	CYDX	000460	CYDX	000398
CYDX	000688	CYDX	000656	CYDX	000552	CYDX	000461	CYDX	000399
CYDX	000689	CYDX	000657	CYDX	000553	CYDX	000462	CYDX	000400
CYDX	000690	CYDX	000658	CYDX	000554	CYDX	000463	CYDX	000401
CYDX	000691	CYDX	000659	CYDX	000555	CYDX	000464	CYDX	000402
CYDX	000692	CYDX	000660	CYDX	000556	CYDX	000465	CYDX	000403
CYDX	000693	CYDX	000661	CYDX	000557	CYDX	000466	CYDX	000404
CYDX	000694	CYDX	000662	CYDX	000558	CYDX	000467	CYDX	000405
CYDX	000695	CYDX	000663	CYDX	000559	CYDX	000468	CYDX	000406
CYDX	000696	CYDX	000664	CYDX	000560	CYDX	000469	CYDX	000407
CYDX	000697	CYDX	000665	CYDX	000561	CYDX	000470	CYDX	000408
CYDX	000698	CYDX	000666	CYDX	000562	CYDX	000471	CYDX	000409
CYDX	000595	CYDX	000667	CYDX	000563	CYDX	000472	CYDX	000410
CYDX	000596	CYDX	000668	CYDX	000564	CYDX	000473	CYDX	000411
CYDX	000597	CYDX	000669	CYDX	000565	CYDX	000474	CYDX	000412
CYDX	000598	CYDX	000670	CYDX	000566	CYDX	000475	CYDX	000413
CYDX	000599	CYDX	000671	CYDX	000567	CYDX	000476	CYDX	000414
CYDX	000600	CYDX	000511	CYDX	000568	CYDX	000477	CYDX	000415
CYDX	000602	CYDX	000512	CYDX	000569	CYDX	000478	CYDX	000416
CYDX	000604	CYDX	000513	CYDX	000570	CYDX	000479	CYDX	000417
CYDX	000615	CYDX	000514	CYDX	000571	CYDX	000480	CYDX	000418
CYDX	000619	CYDX	000515	CYDX	000572	CYDX	000481	CYDX	000419
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CYDX	000622	CYDX	000518	CYDX	000575	CYDX	000484	CYDX	000422
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