

RECORDATION NO. 23089-B FILED

FEB 02 '04 3-20 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 and amendment thereto which were previously filed with the Board under Recordation Numbers 23089 and 23089-A.

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

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

100 open top hopper railcars: PRSX 002000 - PRSX 002099.

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 (the "STB") on September 12, 2000 and assigned Recordation No. 23089, as amended by Amendment No. 1 to Collateral Assignment Agreement between PRSC and M&T Bank dated as of October 30, 2000 and recorded November 8, 2000 under Recordation No. 23089-A.

"User Lease" means the Lease Agreement dated as of July 15, 1997, and the related Exhibit A-3 dated as of May 19, 2000 (that being the date of execution by the last party to sign), between Railcar, Ltd. (acting as agent for PRSC), as lessor, and Martin Marietta Aggregates, a division of Martin Marietta Materials, 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

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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.

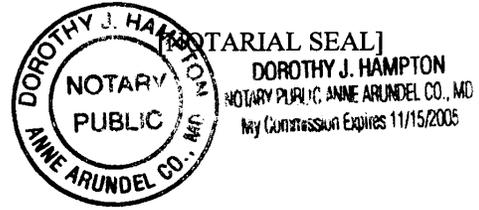
MANUFACTURERS & TRADERS
TRUST COMPANY

BY: [Signature]
Name: Mohannad F. Sishi
Title: VICE PRESIDENT

State of Maryland
City of Maryland

On December 11, 2003, before me personally appeared Mohannad F. Sishi, 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.

[Signature]
Notary Public:
My commission expires:



PROGRESS RAIL SERVICES CORPORATION

By: [Signature]
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

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

PRSX 002000	PRSX 002020	PRSX 002040	PRSX 002060	PRSX 002080
PRSX 002001	PRSX 002021	PRSX 002041	PRSX 002061	PRSX 002081
PRSX 002002	PRSX 002022	PRSX 002042	PRSX 002062	PRSX 002082
PRSX 002003	PRSX 002023	PRSX 002043	PRSX 002063	PRSX 002083
PRSX 002004	PRSX 002024	PRSX 002044	PRSX 002064	PRSX 002084
PRSX 002005	PRSX 002025	PRSX 002045	PRSX 002065	PRSX 002085
PRSX 002006	PRSX 002026	PRSX 002046	PRSX 002066	PRSX 002086
PRSX 002007	PRSX 002027	PRSX 002047	PRSX 002067	PRSX 002087
PRSX 002008	PRSX 002028	PRSX 002048	PRSX 002068	PRSX 002088
PRSX 002009	PRSX 002029	PRSX 002049	PRSX 002069	PRSX 002089
PRSX 002010	PRSX 002030	PRSX 002050	PRSX 002070	PRSX 002090
PRSX 002011	PRSX 002031	PRSX 002051	PRSX 002071	PRSX 002091
PRSX 002012	PRSX 002032	PRSX 002052	PRSX 002072	PRSX 002092
PRSX 002013	PRSX 002033	PRSX 002053	PRSX 002073	PRSX 002093
PRSX 002014	PRSX 002034	PRSX 002054	PRSX 002074	PRSX 002094
PRSX 002015	PRSX 002035	PRSX 002055	PRSX 002075	PRSX 002095
PRSX 002016	PRSX 002036	PRSX 002056	PRSX 002076	PRSX 002096
PRSX 002017	PRSX 002037	PRSX 002057	PRSX 002077	PRSX 002097
PRSX 002018	PRSX 002038	PRSX 002058	PRSX 002078	PRSX 002098
PRSX 002019	PRSX 002039	PRSX 002059	PRSX 002079	PRSX 002099