

RECORDATION NO. 18297-H FILED

NOV 03 '04 1-04 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

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

November 3, 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 Release of Security Interest, dated as of September 30, 2004 a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Trust Indenture previously filed with the Commission under Recordation Number 18297-A.

The name and address of the party to the enclosed document are:

[Owner Trustee: The Bank of New York
(successor to U.S. Trust
Company of California)
101 Barclay Street
New York, NY 10286]

Indenture
Trustee: The Bank of New York
101 Barclay Street
New York, NY 10286

Mr. Vernon A. Williams
November 3, 2004
Page Two

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

47 locomotives bearing SP reporting marks and road numbers.

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

Release of Security Interest

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 and cross indexing fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

SCHEDULE A

DESCRIPTION OF ITEMS OF EQUIPMENT

UNITS	DESCRIPTION OF UNITS	SELLER	ROAD NUMBERS
24	Diesel Electric Locomotives consisting of:	General Motors	
	9 Model GP 40-2 Locomotives		SP 7600, 7609, 7611, 7613, 7615, 7616, 7617, 7620, 7623
	4 Model SD 40-2 Locomotives		SP 7314, 7316, 7325, 7338
	11 Model SD 40-T2 Locomotives		SP 8352, 8353, 8365, 8366, 8492, 8493, 8495, 8527, 8548, 8557, 8559
23	Diesel Electric Locomotives consisting of:	General Motors	
	3 Model SD 40-2 Locomotives		SP 7312, 7313, 7322
	20 Model SD 40-T2 Locomotives		SP 8300, 8308, 8309, 8310, 8312, 8313, 8322, 8325, 8356, 8359, 8361, 8362, 8363, 8367, 8376, 8489, 8490, 8497, 8528, 8560

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 11/3/04



Robert W. Alvord