

RECORDATION NO. 18080-J FILED

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SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

November 5, 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 (Partial), 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 18080-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
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A description of the railroad equipment covered by the enclosed document is:

23 locomotives bearing SP reporting marks and road numbers.

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

Release of Security Interest (Partial)

Also enclosed is a check in the amount of \$32.00 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

CATEGORY A

UNITS	DESCRIPTION OF UNITS	SELLER	ROAD NUMBERS
13	Diesel Electric Locomotives Consisting of:	General Motors	
	8 Model SD 40-2 Locomotives		SP 7303, 7306, 7320, 7323, 7326, 7331, 7335, 7336,
	5 Model SD 40-T2 Locomotives		SP 8304, 8316, 8350, 8355 and 8496

CATEGORY A

UNITS	DESCRIPTION OF UNITS	SELLER	ROAD NUMBERS
10	Diesel Electric Locomotives consisting of:	General Motors	
	1 Model GP 40-2 Locomotive		SP 7625
	9 Model SD 40-2 Locomotives		SP 7321, 7333, 8301, 8305, 8306, 8351, 8491, 8494 and 8549

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: _____

11/5/04



Robert W. Alvord