

RECORDATION NO. 21087-B FILED

DEC 20 '04 3-50 PM

SURFACE TRANSPORTATION BOARD

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](mailto:alvordlaw@aol.com)

OF COUNSEL  
URBAN A. LESTER

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

December 20, 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 Final Termination of Security Agreement, dated as of December 13, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Summary of Security Agreement which was previously filed with the Board under Recordation Number 21087.

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

Mortgagee: BTM Capital Corporation  
125 Summer Street  
Boston, Massachusetts 02110

[Mortgagor: Summer Street Capital Trust  
c/o TD Trust Company  
Commercial Union Tower  
100 Wellington Street West,  
Toronto, Ontario M5K 1A2  
Canada]

Mr. Vernon A. Williams  
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A description of the railroad equipment covered by the enclosed document is:

300 hopper cars: CN 389000 – CN 389299.

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

Final Termination of Security Agreement.

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.

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

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

(Group I)

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FINAL TERMINATION OF SECURITY AGREEMENT SURFACE TRANSPORTATION BOARD

**FINAL TERMINATION OF SECURITY AGREEMENT** dated as of December 13, 2004 by **BTM Capital Corporation** (the "Secured Creditor") with reference to the following:

1. The Secured Creditor and **Summer Street Capital Trust** (the "Trust") (a trust established under the laws of Ontario pursuant to a declaration of trust made by **TD Trust Company**, a trust company established under the laws of Canada) entered into a Security Agreement dated as of December 11, 1997 (the "Security Agreement") whereby, among other things, the Trust mortgaged, charged, pledged, assigned, transferred and granted to the Secured Creditor a security interest in all of the Trust's right, title and interest in (a) three-hundred (300) hopper cars marked **CN 389000 to CN 389299 inclusive** (the "Group I Equipment"), (b) one-hundred fifty (150) center beam flat cars marked **CN 623800 through CN 623949 inclusive** (the "Group II Equipment"), (c) one-hundred fifty (150) center beam flat cars marked **CN 623950 through CN 624099 inclusive** (the "Group III Equipment"), (d) all substitutions and replacements of any increases, additions and where applicable, accessions, to any of the above described equipment, (e) all licenses, or other rights and all records, titles, charts, plans, drawings, specifications, manuals and other documents related to the above described equipment and (f) proceeds in any form derived directly or indirectly from any dealing with any part of the above described equipment, all subject to certain exclusions and exceptions as specified therein;

2. Evidence of the Security Agreement, by way of a Summary of Security Agreement dated as of December 11, 1997 between the Secured Creditor and the Trust, was: (i) filed at the Surface Transportation Board (the "STB") on December 19, 1997 at 12:35 P.M. under primary recordation number 21087 and (ii) deposited at the Registrar General of Canada (the "RGC") on December 19, 1997 at 1:30 P.M. under document key 10646;

3. Effective as of November 1, 2004, the Secured Creditor partially terminated the Security Agreement in respect of, and released its security interests in, the Group II Equipment and the Group III Equipment;

4. Evidence of the matters contemplated in item 3) above, by way of a Partial Termination of Security Agreement dated as of November 1, 2004 executed by the Secured Creditor, was i) filed at the STB on November 8, 2004 at 4:03 P.M. under secondary recordation number 21087-A and (ii) deposited at the RGC on November 9, 2004 at 12:59 P.M.; and

5. In respect of the Security Agreement and the Group I Equipment, the Secured Creditor desires to set forth for the public record the matters specified below.

**NOW THEREFORE**, for good and valuable consideration, the Secured Creditor (i) terminates the Security Agreement (other than such indemnity and other provisions which by their nature are designed to survive the termination thereof) and (ii) releases any security interests in (and in respect of matters contemplated in items 1) (d), 1) (e) and 1) (f) relating to) the Group I Equipment, all effective as of the day and year first above written.

IN WITNESS WHEREOF, the Secured Creditor has executed this Final Termination of Security Agreement by its officer thereunto duly authorized.

**Bank of Tokyo-Mitsubishi (Canada)**

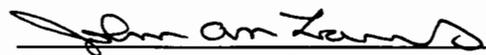
By:   
Name: Amos Simpson  
Title: Sr. Vice-President and General Manager

PROVINCE OF QUEBEC            )  
  ) ss:  
DISTRICT OF MONTREAL        )

On this 13th day of December, 2004, before me personally appeared Amos W. Simpson, to me personally known, who, being by me duly sworn, says that he is Sr. Vice-President and General Manager of Bank of Tokyo-Mitsubishi (Canada), that the foregoing instrument was signed on behalf of said bank 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 bank.

JOHN LAMONT  
Commissioner for Oaths  
Commissaire à l'Assermentation  
Province of Quebec  
Expires September 14, 2007

(Seal)

  
Commissioner for Oaths  
My commission expires: 9/14/2007