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RECORDATION NO. 19632-CC FILED

FEB 1 '05

4-21 PM

SURFACE TRANSPORTATION BOARD

lgitomer@dc.bjllp.com

February 1, 2005

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

Dear Secretary Williams:

I have enclosed two certified copies of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Partial Termination and Release of Security Interest and Liens, a secondary document, dated as of January 31, 2005. The primary document to which this is connected is recorded under Recordation No. 19632. We request that one copy of this document be recorded under Recordation No. 19632-CC.

The name and address of the party to the Partial Termination and Release of Security Interest and Liens is:

Lessor:

LaSalle Bank National Association  
135 South LaSalle Street  
Chicago, IL 60603

A description of the equipment covered by the Partial Termination and Release of Security Interest and Liens consists of one locomotive numbered NREX 5678.

BALL JANIK LLP

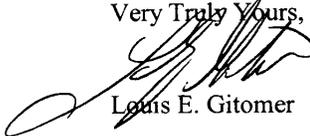
Honorable Vernon A. Williams  
February 1, 2005  
Page 2

A fee of \$32.00 is enclosed. Please return one copy to:

Louis E. Gitomer  
Of Counsel  
Ball Janik LLP  
Suite 225  
1455 F Street, N.W.  
Washington, DC 20005

A short summary of the document to appear in the index follows: a Partial Termination and Release of Security Interest and Liens by LaSalle Bank National Association, 135 South LaSalle Street, Chicago, IL 60603, covering one locomotive numbered NREX 5678.

Very Truly Yours,



Louis E. Gitomer

Enclosures

PARTIAL TERMINATION AND RELEASE OF SECURITY INTERESTS AND LIENS

LaSalle Bank National Association (formerly known as LaSalle National Bank) ("LaSalle"), this 31<sup>st</sup> day of January, 2005, releases one locomotive numbered NREX 5678 (the "Locomotive") from the security interests created under: (1) the Loan and Security Agreement, dated as of December 18, 1991 (the "Loan and Security Agreement") recorded at the Interstate Commerce Commission (the "ICC") on December 19, 1991 under Recordation Number 17636; (2) the Amended and Restated Loan and Security Agreement dated as of July 14, 1995 (the "Amended Security Agreement") recorded at the ICC on September 29, 1995 under recordation number 19632; and (3) the Locomotive Security Agreement dated as of September 30, 2003 ("Locomotive Security Amendment") recorded at the Surface Transportation Board on October 3, 2003 under Recordation Number 24626.

WHEREAS, LaSalle desires to execute this Instrument to evidence for the public record the satisfaction and release of all the rights and obligations of National Railway Equipment Company, under the Loan and Security Agreement, Amended Security Agreement, and the Locomotive Security Amendment with respect to the Locomotives.

NOW, THEREFORE, in consideration of the premises, LaSalle agrees that the liens on the Locomotives created by the Loan and Security Agreement, the Amended Security Agreement, and the Locomotive Security Amendment are released.

IN WITNESS WHEREOF, LaSalle has executed or caused this Instrument to be executed as of the date first above written.

LASALLE BANK NATIONAL ASSOCIATION

By: [Signature] RECORDED NO. 19632-CC  
Its: First Vice President FILED

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STATE OF Illinois )  
County of Cook ) ss.

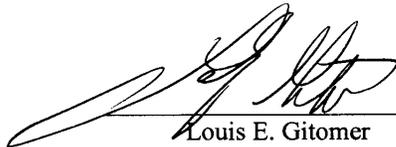
SURFACE TRANSPORTATION BOARD

On this 1<sup>st</sup> day of February 2005, before me, Shaheer Gasteier, the undersigned Notary Public, personally appeared Marcus Montano personally known to me to be the person who executed the within instrument as First V.P. on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

[Signature]  
Notary Public for SHAHEER GASTEIER  
My Commission expires NOTARY PUBLIC, STATE OF ILLINOIS  
My Commission Expires JULY 11, 2005

CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Partial Termination and Release of Security Interests and Liens dated as of January 31, 2005, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



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Louis E. Gitomer  
February 1, 2005