

RECORDATION NO. 24266-MM FILED

JUN 03 '05

12-10 PM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

June 3, 2005

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 Partial Release of Security Interest, dated January 25, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memoranda of Security Agreement which were previously filed with the Board under Recordation Number 24266-A, 24266-C and 24266-E.

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

Administrative Agent:	Wells Fargo Bank Northwest, National Association 79 South Main Street Salt Lake City, Utah 84111
[Lessor:	Fleet National Bank One Financial Plaza Providence, Rhode Island 02903]

Mr. Vernon A. Williams
June 3, 2005
Page 2

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

1. 40 cars among the railcars listed under recordation number 24266-A with the following reporting marks: AOK (315288), BNSF (3 cars between 783144 – 783168), CHTT (200623), FEC (070005 and 070316), FURX (4 cars, 004721 and between 816144 – 842850), GNRR (008010), ICE (051032), IMRL (820805 and 830135), NDYX (5 cars between 512701 and 515254), NOKL (10 cars, 088308, 088309 and 8 cars between 815171 and 832640), SLC (012706, 012707 and 012714), SP (002353 and 513215), UFIX (5 cars between 015095 and 018164) and XTRX (000207).
2. 16 cars among the railcars listed under recordation number 24266-C with the following reporting marks: CBRY (005005), FURX (5 cars between 818699 – 850108), GNRR (008025), NOKL (7 cars, 088310 - 088311 and 5 cars between 380777 and 827556), SSAM (062413) and STMA (060067).
3. 45 cars among the railcars listed under recordation number 24266-E with the following reporting marks: BCIT (871393), DME (025685), FEC (070086), FP (617192), FURX (5 cars between 822074 – 830638), GNRR (008173 and 008174), IMRL (815295), NDYX (830577), NOKL (31 cars, 088313 – 088315, 523150 – 523175, 828870 and 830776) and SLC (012100).

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

Partial Release of Security Interest.

Also enclosed is a check in the amount of \$33.00 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

JUN 03 '05

12-10 PM

SURFACE TRANSPORTATION BOARD

**PARTIAL RELEASE OF SECURITY INTEREST
(Surface Transportation Board)**

The undersigned, WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, in its capacity as Administrative Agent (the "Bank"), does hereby terminate, release and discharge a security interest held by the Bank pursuant to the Security Agreement dated December 30, 2002 (the "Security Agreement"), between the Bank and Fleet National Bank, as Grantor, insofar as the same encumbers that certain railroad equipment identified below:

1. Forty (40) railcars identified in Exhibit 1 attached hereto. Such security interest was granted pursuant to the Security Agreement, a memorandum of which was filed with the Surface Transportation Board on December 30, 2002 at 3:51 p.m. under Recordation Number 24266-A.
2. Sixteen (16) railcars identified in Exhibit 2 attached hereto. Such security interest was granted pursuant to the Security Agreement, a memorandum of which was filed with the Surface Transportation Board on January 24, 2003 at 11:40 a.m. under Recordation Number 24266-C.
3. Forty-five (45) railcars identified in Exhibit 3 attached hereto. Such security interest was granted pursuant to the Security Agent, a memorandum of which was filed with the Surface Transportation Board on March 13, 2003 at 5:30 p.m. under Recordation Number 24266-E.

Capitalized terms used herein, but not otherwise defined herein, shall have the meanings assigned in the Security Agreement or otherwise referenced therein.

Nothing herein contained shall be deemed to discharge, terminate or release any other collateral held by the Bank or any other assets or property of Fleet National Bank encumbered by the Security Agreement in favor of the Bank.

Dated this 25th day of January, 2005.

WELLS FARGO BANK NORTHWEST,
NATIONAL ASSOCIATION

By: DeAnn MadsenName: DeAnn MadsenTitle: Vice President

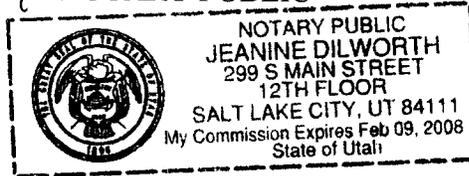
STATE OF UTAH)
)
COUNTY OF SALT LAKE) ss.

The foregoing instrument was acknowledged before me, the undersigned Notary Public, on this 25th day of January, 2005 by DeAnn Madsen, as Vice President of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.


NOTARY PUBLIC

My Commission Expires: _____



[Notarial Seal]

EXHIBIT 1
(Pool 1 - 40 Cars)

<u>Car</u> <u>Initial</u>	<u>Car</u> <u>No.</u>	<u>Car</u> <u>Initial</u>	<u>Car</u> <u>No.</u>
NDYX	515254	NDYX	512701
NOKL	830046	NDYX	515213
IMRL	820805	NOKL	815171
XTRX	000207	NOKL	819069
NDYX	516300	NOKL	832080
NOKL	820563	NOKL	832640
AOK	315288	NOKL	827960
BNSF	783144	NOKL	823525
BNSF	783147	SLC	012706
BNSF	783168	SLC	012707
CHTT	200623	SLC	012714
FEC	070316	SP	002353
FEC	070005	SP	513215
FURX	004721	UFIX	015096
FURX	842850	UFIX	016101
FURX	816144	UFIX	017081
FURX	829426	UFIX	018064
GNRR	008010	UFIX	015095
ICE	051032	NOKL	088308
IMRL	830135	NOKL	088309

EXHIBIT 2
(Pool 2 - 16 Cars)

<u>Car Initial</u>	<u>Car No.</u>
NOKL	570118
NOKL	824321
NOKL	827844
CBRY	005005
FURX	840652
FURX	850108
FURX	823892
FURX	818699
FURX	821446
GNRR	008025
NOKL	380777
NOKL	827556
SSAM	062413
STMA	060067
NOKL	088310
NOKL	088311

EXHIBIT 3
(Pool 3 - 45 Cars)

<u>Car</u> <u>Initial</u>	<u>Car</u> <u>No.</u>	<u>Car</u> <u>Initial</u>	<u>Car</u> <u>No.</u>
NOKL	830776	NOKL	523173
SLC	012100	NOKL	523174
NOKL	523150	NOKL	523175
NOKL	523151	NOKL	088312
NOKL	523152	NOKL	088313
NOKL	523153	NOKL	088314
NOKL	523154	FP	617192
NOKL	523155	BCIT	871393
NOKL	523156	DME	025685
NOKL	523157	FEC	070086
NOKL	523158	FURX	826798
NOKL	523159	FURX	830638
NOKL	523160	FURX	829687
NOKL	523161	FURX	830254
NOKL	523162	FURX	822074
NOKL	523163	GNRR	008174
NOKL	523164	GNRR	008173
NOKL	523165	IMRL	815295
NOKL	523166	NDYX	830577
NOKL	523167	NOKL	828870
NOKL	523168		
NOKL	523169		
NOKL	523170		
NOKL	523171		
NOKL	523172		

EXHIBIT IV

**PARTIAL RELEASE OF SECURITY INTEREST
(Surface Transportation Board)**

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Dated this 25th day of January, 2005.

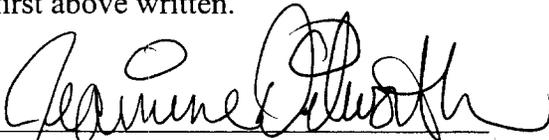
WELLS FARGO BANK NORTHWEST,
NATIONAL ASSOCIATION

By: _____
Name: DeAnn Madsen
Title: Vice President

STATE OF UTAH)
) ss.
COUNTY OF SALT LAKE)

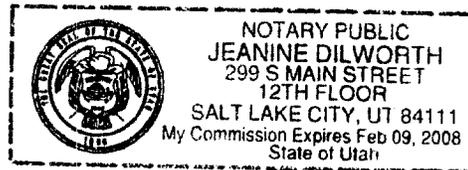
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NOKL	380777
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SSAM	062413
STMA	060067
NOKL	088310
NOKL	088311
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NOKL	824321

EXHIBIT 3
(Pool 3 - 45 Cars)

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