

CARTER LEDYARD & MILBURN LLP
Counselors at Law

Anna Maria Vistica
Associate

Direct Dial: 212-238-8858
E-mail: vistica@clm.com

2 Wall Street
New York, NY 10005-2072

Tel (212) 732-3200
Fax (212) 732-3232

1401 Eye Street, N.W.
Washington, DC 20005
(202) 898-1515

570 Lexington Avenue
New York, NY 10022
(212) 371-2720

November 8, 2005

VIA FEDEX

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street NW, Suite 700
Washington, D.C. 20423

RECORDATION NO. 14599-P FILED

NOV 09 '05

12-41 PM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

In accordance with 49 U.S.C. §11301, we submit herewith for recording with the Surface Transportation Board two copies of the Termination of Indenture and Security Agreement.

The parties thereto are as follows:

U.S. Bank National Association,
as Owner Trustee
225 Assylum Street, 23rd Floor
Hartford, CT 06103

- OWNER TRUSTEE

The Bank of New York,
as Indenture Trustee
10161 Centurion Parkway
Jacksonville, FL 32256

- INDENTURE TRUSTEE

The Termination is a full and complete termination of that certain Indenture and Security Agreement dated as of February 1, 1985 and recorded under Recordation No. 14599-B on March 22, 1985 and should be recorded under the next available letter under Recordation No. 14599.

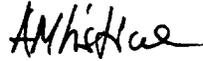
The equipment covered by the Termination is all the equipment covered in the Indenture and Security Agreement.

The recordation fee of \$33.00 is enclosed. After recordation, please return counterparts not needed by the Board, stamped with the Board's recordation data, to the undersigned at the above address.

A short summary of the document for use in the index follows:

"Termination of Indenture and Security Agreement under Recordation No. 14599."

Very truly yours,



Anna Maria Vistica

AMV:mk

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TERMINATION OF INDENTURE AND SECURITY AGREEMENT

SURFACE TRANSPORTATION BOARD

This Termination of Indenture and Security Agreement terminates the Indenture and Security Agreement (the "Indenture") dated February 1, 1985 between (a) U.S. Bank National Association (as successor in interest to The Connecticut National Bank, "USB"), as Owner Trustee for Sojitz America Capital Corporation (as successor to Nichimen America Inc., "Sojitz") under a Trust Agreement dated February 1, 1985 between USB, as Owner Trustee, and Sojitz, and (b) The Bank of New York (as successor to Wachovia Bank and Trust Company, N.A., "BNY"), as Indenture Trustee.

WHEREAS, the Indenture was recorded with the Interstate Commerce Commission on March 22, 1985 under Recordation Number 14599-B; and

WHEREAS, all conditions for termination of the Indenture set forth in Section 10.01 of the Indenture have been satisfied; and

WHEREAS, BNY, as Indenture Trustee, wishes to release the Indenture Estate; and

WHEREAS, the parties hereto intend to record this Termination of Indenture and Security Agreement in order to release the lien against the Indenture Estate constituted by the Indenture.

NOW THEREFORE, in consideration of the premises and certain agreements between the parties hereto, the receipt and sufficiency of which are hereby acknowledged, the parties hereto do hereby terminate the Indenture and release the Indenture Estate from the lien and security interests created by the Indenture.

[Signature Pages Follow]

THE BANK OF NEW YORK, as Indenture Trustee

By: Michael Sabatin
Name: MICHAEL SABATIN
Title: Vice President

STATE OF New Jersey)
: ss.:
COUNTY OF Passaic)

On the 20th day of JUNE in the year 2005 before me the undersigned, a Notary Public in and for said State, personally appeared MICHAEL SABATIN personally known to me or proved to me on the basis of satisfactory evidence to be an authorized signatory of The Bank of New York and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument the person upon behalf of which the individual acted, executed the instrument.

Serina L. Pedano
Notary Public

(Notarial Seal)

SERINA L. PEDANO
Notary Public, State of New Jersey
No. 2192036
Qualified in Passaic County
Commission Expires July 31, 2006