

RECORDATION NO. 22079-5 FILED

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

MAY 01 '06 4:48 PM
SURFACE TRANSPORTATION BOARD

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

20036

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

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May 1, 2006

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 Termination and Release of Rights, dated as of May 1, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Leasing Agreement previously filed under Recordation Number 22079.

The names and addresses of the parties to the enclosed document are:

Beneficiary: Pitney Bowes Credit Corporation
27 Waterview Drive
Shelton, Connecticut 06484

Owner Trustee: Wells Fargo Bank Northwest, National
Association, not in its individual capacity but
solely as Trustee
(formerly First Security Bank)
299 South Main Street, 12th Floor
Salt Lake City, Utah 84111

Indenture Trustee: Wilmington Trust Company, not in its individual
capacity but solely as Trustee
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001

Mr. Vernon A. Williams
May 1, 2006
Page 4

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

942 Mechanized Rapid Discharge® V Coal railcars within the two series JHMX 99001 – JHMX 99840 and JHMX 991321 – JHMX 991440 as more particularly set forth in the equipment schedule attached to the document.

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

Termination and Release of Rights.

Also enclosed is a check in the amount of \$34.00 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/sem
Enclosures

**TERMINATION AND RELEASE OF RIGHTS DATED AS OF MAY 1, 2006 UNDER
PARTIAL ASSIGNMENT AND CONSENT AND AGREEMENT
DATED AS OF MARCH 19, 1999 AND LESSEE ACKNOWLEDGMENT OF
ASSIGNMENT AND ESTOPPEL CERTIFICATE DATED AS OF APRIL 28, 1999**

RECORDATION NO.

22079-J
FILED

AMONG

MAY 01 '06

4-48 PM

**PITNEY BOWES CREDIT CORPORATION
("BENEFICIARY")**

SURFACE TRANSPORTATION BOARD

**WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION,
FORMERLY KNOWN AS FIRST SECURITY BANK, NATIONAL ASSOCIATION,
AS OWNER TRUSTEE
("OWNER TRUSTEE")**

AND

**WILMINGTON TRUST COMPANY, AS INDENTURE TRUSTEE
("INDENTURE TRUSTEE")**

WHEREAS, the Owner Trustee is a beneficiary under that certain Partial Assignment dated as of March 19, 1999 (the "Partial Assignment") pursuant to which Alabama Power Company ("APCo") assigned all of its rights and remedies under that certain Railcar Manufacturing Agreement between APCo and Trinity Industries, Inc. dated as of February 16, 1998 ("Manufacturing Agreement") with respect to certain railcars described thereon; and

WHEREAS, the Owner Trustee is a beneficiary under that certain Consent and Agreement dated as of March 19, 1999 between Trinity Industries, Inc. ("Trinity") and APCo ("Consent and Agreement:") pursuant to which APCo and Trinity confirmed the partial assignment of rights under the Manufacturing Agreement to the Owner Trustee ; and

WHEREAS, the Owner Trustee, Indenture Trustee and APCo executed and delivered that certain Lessee Acknowledgment of Assignment and Estoppel Certificate dated as of April 28, 1999 (the "Estoppel Certificate"); and

WHEREAS, the Owner Trustee and the Indenture Trustee entered into that certain Trust Indenture and Security Agreement dated as of April 28, 1999 (as amended and supplemented through the date hereof, the "Indenture") pursuant to which the Owner Trustee agreed to, in its capacity as owner trustee issue certain promissory notes evidencing indebtedness of the Owner Trustee and grant to the Indenture Trustee a first priority security interest in the Indenture Estate; and

WHEREAS, a memorandum of the Indenture was recorded on May 5, 1999 with the Surface Transportation Board, Recordation No. 22079 G; and

45746518.1

TERMINATION AND RELEASE (PARTIAL ASSIGNMENT/CONSENT)

WHEREAS, in connection with the full performance and satisfaction of the obligations set forth in the Indenture on the day hereof with respect to the A Lease and the Items of Equipment leased thereunder, each of the undersigned has agreed to terminate and release its rights under the Partial Assignment, the Consent and Agreement and the Estoppel Certificate.

NOW, THEREFORE, for good and valuable consideration the parties hereto hereby agree as follows:

1. Definitions. Except as otherwise defined in this Termination and Release of Rights, terms defined in the Indenture or by reference therein are used herein as defined therein.

2. Termination and Release of Rights. The undersigned parties hereby terminate and release their respective rights in the Partial Assignment, the Consent and Agreement and the Estoppel Certificate.

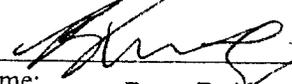
3. Governing Law; Binding Effect. THIS TERMINATION AND RELEASE OF RIGHTS, INCLUDING THE VALIDITY THEREOF, SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAW OF THE STATE OF NEW YORK WITHOUT REGARD TO ITS OTHER CONFLICT OF LAWS PRINCIPLES. This Termination and Release of Rights shall be binding on the undersigned and their successors and permitted assigns and shall inure to the benefit of APCo and its affiliates and their respective successors and assigns.

4. Counterparts. This Termination and Release of Rights may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument and any of the parties hereto may execute this Termination and Release of Rights by signing any such counterpart.

[signature page follows]

IN WITNESS WHEREOF, the parties hereto have executed and delivered this Termination and Release of Rights in one or more counterparts as of the date first set forth above.

**WELLS FARGO BANK NORTHWEST,
NATIONAL ASSOCIATION, as Owner Trustee**

By: 
Name: Brett R. King
Title: Vice President

**WILMINGTON TRUST COMPANY, as
Indenture Trustee**

By: _____
Name: _____
Title: _____

**PITNEY BOWES CREDIT CORPORATION,
as Beneficiary**

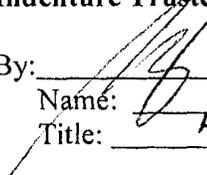
By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the parties hereto have executed and delivered this Termination and Release of Rights in one or more counterparts as of the date first set forth above.

**WELLS FARGO BANK NORTHWEST,
NATIONAL ASSOCIATION, as Owner Trustee**

By: _____
Name: _____
Title: _____

**WILMINGTON TRUST COMPANY, as
Indenture Trustee**

By:  _____
Name: **Monica M. Henry**
Title: **Assistant Vice President**

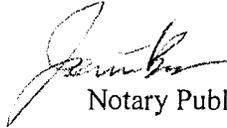
**PITNEY BOWES CREDIT CORPORATION,
as Beneficiary**

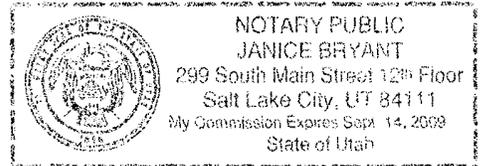
By: _____
Name: _____
Title: _____

STATE OF **Utah**

COUNTY OF **Salt Lake** ss:

On this day of , 2006, before me personally appeared **Brett R. King** to me personally known, who being by me duly sworn, says [s]he is the **Vice President** of **WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION**, (formerly known as First Security Bank, National Association), not in its individual capacity but solely as owner trustee, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and [s]he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public



[NOTARIAL SEAL]

STATE OF

COUNTY OF , ss:

On this day of , 2006, before me personally appeared , to me personally known, who being by me duly sworn, says [s]he is the of **WILMINGTON TRUST COMPANY**, not in its individual capacity but solely as indenture trustee, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and [s]he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[NOTARIAL SEAL]

STATE OF

COUNTY OF , ss:

On this day of , 2006, before me personally appeared , to me personally known, who being by me duly sworn, says [s]he is the of **PITNEY BOWES CREDIT CORPORATION**, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and [s]he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[NOTARIAL SEAL]

STATE OF

COUNTY OF , ss:

On this day of , 2006, before me personally appeared , to me personally known, who being by me duly sworn, says [s]he is the of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, (formerly known as First Security Bank, National Association), not in its individual capacity but solely as owner trustee, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and [s]he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[NOTARIAL SEAL]

STATE OF Delaware
COUNTY OF New, ss: CAELLE

On this 28 day of APRIL, 2006, before me personally appeared , to me personally known, who being by me duly sworn, says [s]he is the of WILMINGTON TRUST COMPANY, not in its individual capacity but solely as indenture trustee that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and [s]he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

JACQUELINE SOLONE

Notary Public - State of Delaware

My Comm. Expires Feb. 4, 2007

Notary Public

[NOTARIAL SEAL]

STATE OF

COUNTY OF , ss:

On this day of , 2006, before me personally appeared , to me personally known, who being by me duly sworn, says [s]he is the of PITNEY BOWES CREDIT CORPORATION, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and [s]he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[NOTARIAL SEAL]

STATE OF

COUNTY OF _____, ss:

On this _____ day of _____, 2006, before me personally appeared _____, to me personally known, who being by me duly sworn, says [s]he is the _____ of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, (formerly known as First Security Bank, National Association), not in its individual capacity but solely as owner trustee, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and [s]he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[NOTARIAL SEAL]

STATE OF

COUNTY OF _____, ss:

On this _____ day of _____, 2006, before me personally appeared _____, to me personally known, who being by me duly sworn, says [s]he is the _____ of WILMINGTON TRUST COMPANY, not in its individual capacity but solely as indenture trustee that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and [s]he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[NOTARIAL SEAL]

STATE OF *Connecticut*

COUNTY OF *Fairfield*, ss:

On this *28th* day of *April*, 2006, before me personally appeared *LD Osinski*, to me personally known, who being by me duly sworn, says [s]he is the *Vice President* of PITNEY BOWES CREDIT CORPORATION, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and [s]he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[NOTARIAL SEAL]



TERMINATION AND RELEASE (PARTIAL ASSIGNMENT/CONSENT)

My Commission Expires Aug. 31, 2010

Mechanized Rapid Discharge® V Coal Cars – 4418 Cubic Foot Capacity

Car Numbers: JHMX99001 – JHMX99014 (14 cars)
JHMX99016 – JHMX99019 (4 cars)
JHMX99021 – JHMX99028 (8 cars)
JHMX99030 – JHMX99087 (58 cars)
JHMX99089 – JHMX99193(105 cars)
JHMX99195 – JHMX99248 (54 cars)
JHMX99250 – JHMX99271 (22 cars)
JHMX99273 – JHMX99310 (38 cars)
JHMX99312 – JHMX99327 (16 cars)
JHMX99329 – JHMX99334 (6 cars)
JHMX99336 – JHMX99407 (72 cars)
JHMX99409 – JHMX99604 (196 cars)
JHMX99606 – JHMX99651 (46 cars)
JHMX99653 – JHMX99674 (22 cars)
JHMX99676 (1 car)
JHMX99678 – JHMX99695 (18 cars)
JHMX99697 – JHMX99704 (8 cars)
JHMX99706 – JHMX99840 (135 cars)
JHMX991321– JHMX991340 (20 cars)
JHMX991342– JHMX991440 (99 cars)

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: 5/1/06



Robert W. Alvord