

RECORDATION NO. 25520-A FILED

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MAY 12 '06 10-26 AM
SURFACE TRANSPORTATION BOARD

May 12, 2006

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 Interests and Liens, a secondary document, dated as of May 11, 2006. The primary document to which this is connected is recorded under Recordation No. 25520. We request that the copy of this document be recorded under Recordation No. 25520-A.

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

Secured Party:

General Electric Capital Corporation
120 Long Ridge Road
Stamford, CT 06927

A description of the equipment covered by the Partial Termination and Release of Security Interests and Liens consists of nine GP-38-2 locomotives numbered PRSX 1001-1009, inclusive.

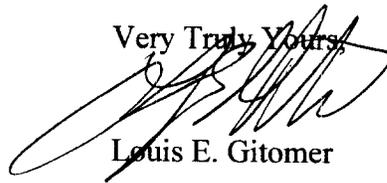
A fee of \$34.00 is enclosed. Please return one copy to:

Louis E. Gitomer
118 Sunnymeadow Lane
Reisterstown, MD 21136

Honorable Vernon A. Williams
May 12, 2006
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A short summary of the document to appear in the index follows: a Partial Termination and Release of Security Interests and Liens by General Electric Capital Corporation, 120 Long Ridge Road, Stamford, CT 06927, covering nine GP-38-2 locomotives numbered PRSX 1001-1009, inclusive.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "Louis E. Gitomer", written over the typed name below.

Louis E. Gitomer

Enclosures

MAY 12 '06 10:26 AM

SURFACE TRANSPORTATION BOARD

PARTIAL TERMINATION AND RELEASE OF SECURITY INTERESTS AND LIENS

General Electric Capital Corporation, U.S. Collateral Agent ("GECC"), this 11th day of May, 2006, releases the locomotives identified in the Attachment (the "Locomotives") from the security interests created under the Memorandum of Domestic Pledge and Security Agreement dated as of March 24, 2005 between GECC, and Progress Rail Services Holding Corp., Progress Metal Reclamation Company, West Virginia Auto Shredding, Inc., Progress Rail Services Corporation, Progress Rail Holdings, Inc., FM Industries, Inc., Southern Machine and Tool Company, Railcar, Ltd., Chemetron Railway Products, Inc., United Industries Corporation, Kentuckiana Railcar Repair & Storage Facility, LLC, Progress Vanguard Corporation, and S&L Railroad, LLC, the "Grantors", which was recorded at the Surface Transportation Board on March 28, 2005 under Recordation No. 25520 for all now owned or existing or hereafter acquired locomotives.

WHEREAS, GECC desires to execute this Instrument to evidence for the public record the satisfaction and release of all the rights and obligations of the Grantors, under the Memorandum of Domestic Pledge and Security Agreement with respect to the Locomotives.

NOW, THEREFORE, in consideration of the premises, GECC agrees that the lien on the Locomotives created by the Memorandum of Domestic Pledge and Security Agreement is released.

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

GENERAL ELECTRIC CAPITAL CORPORATION, as U.S. Collateral Agent

By: [Signature] Its: MANAGING DIRECTOR

STATE OF New York)
) ss.
County of New York)

On this 10 day of May 2006, before me, Daniel McCreedy, the undersigned Notary Public, personally appeared Daphne Bruce personally known to me to be the person who executed the within instrument as General Electric Corporation on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

Daphne Bruce
Notary Public for New York
My Commission expires March 25, 2010

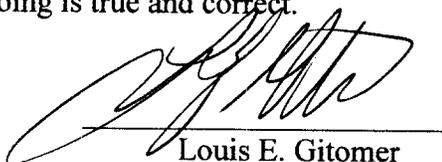
DAPHNE E. BRUCE
Notary Public, State of New York
No. 01BR5057734
Qualified in Kings County
Commission Expires March 25, 2010

ATTACHMENT
TO
PARTIAL TERMINATION AND RELEASE OF SECURITY INTERESTS AND
LIENS

<u>OLD UNIT #</u>	<u>NEW UNIT #</u>
PRSX 1001	BNSF 2030
PRSX 1002	BNSF 2031
PRSX 1003	BNSF 2032
PRSX 1004	BNSF 2033
PRSX 1005	BNSF 2034
PRSX 1006	BNSF 2035
PRSX 1007	BNSF 2036
PRSX 1008	BNSF 2037
PRSX 1009	BNSF 2038

CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Partial Termination and Release of Security Interests and Liens, dated as of May 11, 2006, 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.

A handwritten signature in black ink, appearing to read 'L. E. Gitomer', is written over a horizontal line.

Louis E. Gitomer
May 11, 2006