

RECORDATION NO.

25520-B
FILED

MAY 24 '06

1-47 PM

SURFACE TRANSPORTATION BOARD

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May 24, 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, a secondary document, dated as of March 31, 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-B.

The name and address of the party to the Partial Termination is:

Secured Party:

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

A description of the equipment covered by the Partial Termination consists of one GP-40X locomotive numbered 7001.

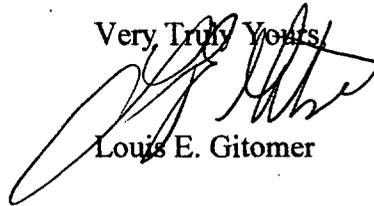
Honorable Vernon A. Williams
May 24, 2006
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A fee of \$34.00 is enclosed. Please return one copy to:

Louis E. Gitomer
118 Sunnymeadow Lane
Reisterstown, MD 21136

A short summary of the document to appear in the index follows: a Partial Termination by General Electric Capital Corporation, 120 Long Ridge Road, Stamford, CT 06927, covering one GP-40X locomotive numbered 7001.

Very Truly Yours,

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

Louis E. Gitomer

Enclosures

PARTIAL TERMINATION

SURFACE TRANSPORTATION BOARD

This Partial Termination dated as of March 31, 2006 is executed by General Electric Capital Corporation, as Administrative Agent.

WHEREAS, General Electric Capital Corporation, as U.S. Collateral Agent, and Progress Rail Services Holdings 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 are parties to that certain Memorandum of Domestic Pledge and Security Agreement dated as of March 24, 2005 (the "Memorandum"), which has been recorded with the Surface Transportation Board (the "Board") on March 28, 2005 at 10:30 a.m. under Recordation Number 25520; and

WHEREAS, the duties and obligations of the parties to the Memorandum have been satisfied and discharged with respect to the property listed on Schedule I attached hereto;

NOW, THEREFORE, in consideration of the promises and covenants in the document set forth above by reference, and for other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and the authority to issue and execute this document, intending to be legally bound, the Administrative Agent hereby releases the security interest and continuing lien on the property listed on Schedule I as attached hereto.

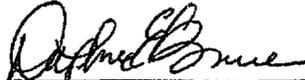
IN WITNESS WHEREOF, the Administrative Agent has caused this Partial Termination to be duly executed as of the date hereinabove first written.

General Electric Capital Corporation,
as U. S. Collateral Agent.

By: Sandra Clapham
Title: Duly Authorized Signatory

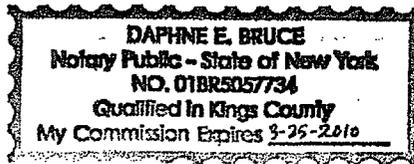
State of New York)
County of New York) ss.

On this 11 day of April 2006, before me, Daphne Bruce, the undersigned Notary Public, personally appeared Sandra Claghorn personally known to me to be the person who executed the within instrument as Duly Authorized Signatory on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.



Notary Public

My Commission expires March 25, 2010

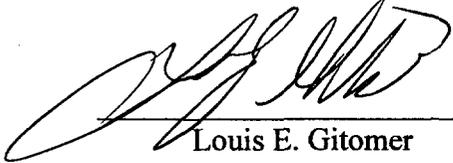


SCHEDULE I

**One GP-40X Railroad Locomotive
Numbered 7001**

CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Partial Termination, dated as of March 31, 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 24, 2006