

RECORDATION NO. 21028-1

MAY 24 '07 -12 2 0 PM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL  
URBAN A LESTER

May 24, 2007

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 of Loan, Security Agreement and Chattel Mortgage, dated as of May 21, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Security Agreement and Chattel Mortgage previously filed with the Board under Recordation Number 21028.

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

Lender:	Hitachi Credit America Corp 777 West Putnam Avenue Greenwich CT 06830
[Borrower:	Illinois Central Railroad Company 455 North Cityfront Plaza Drive Chicago, IL 60611]

Mr. Vernon A. Williams  
May 24, 2007  
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A description of the railroad equipment covered by the enclosed document is:

38 hopper railcars within the series: IC 387012 – IC 387731 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 of Loan, Security Agreement and Chattel Mortgage.

Also enclosed is a check in the amount of \$35.00 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

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**TERMINATION OF LOAN, SECURITY AGREEMENT AND CHATTEL MORTGAGE**

**SURFACE TRANSPORTATION BOARD**

**THIS TERMINATION OF LOAN, SECURITY AGREEMENT AND CHATTEL MORTGAGE is made as of May 21, 2007 by Hitachi Capital America Corp. (the "Lender").**

**WITNESSETH:**

1. **Hitachi Credit America Corp. (now known as the Lender) and Illinois Central Railroad Company (the "Borrower") entered into a Loan Agreement dated as of November 25, 1997 (the "Loan");**
2. **Lender and Borrower entered into a Security Agreement and Chattel Mortgage dated as of November 25, 1997 (the "Mortgage") whereby, among other things, as security for the Loan, the Borrower granted a security interest in the Collateral (as defined in the Mortgage) which included the thirty-eight (38) 100-ton open top hopper cars more fully described on Exhibit A attached hereto (the "Equipment");**
3. **To evidence the Mortgage, Lender and Borrower entered into a Memorandum of Security Agreement and Chattel Mortgage dated as of November 25, 1997 which was filed at the Surface Transportation Board on November 25, 1997 at 3:35 P.M. with recordation number 21028; and**
4. **Borrower has performed all of its obligations under the Loan and the Mortgage.**

**NOW THEREFORE, for good and valuable consideration, Lender agrees and acknowledges for the public record that (i) the Loan and the Mortgage are hereby terminated (except for such terms thereof which expressly survive termination) and (ii) any security interest in the Collateral (including the Equipment) is hereby released.**

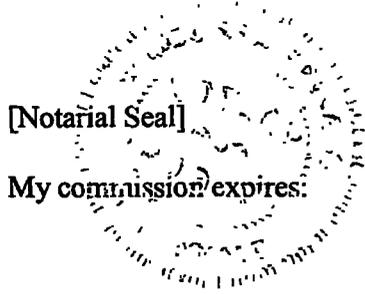
**IN WITNESS WHEREOF, the Lender has caused this Termination of Loan, Security Agreement and Chattel Mortgage to be executed as of the date first above written.**

**HITACHI CAPITAL AMERICA CORP.,  
Lender**

By: *Mark A. Fiorentino*  
Name: Mark A. Fiorentino  
Title: Senior Vice President

**STATE OF CONNECTICUT, COUNTY OF FAIRFIELD, TO WIT:**

On this 21<sup>st</sup> day of May, 2007 before me personally appeared, Mark Fiorentino, to me personally known, who being by me duly sworn, says that he / she is a SVP of Hitachi Capital America Corp., that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he / she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



*Melissa Sousa*  
Notary Public

**MELISSA SOUSA  
NOTARY PUBLIC  
MY COMMISSION EXPIRES JUNE 30, 2008**

**EXHIBIT A**

THIRTY-EIGHT (38) 100-ton open top hopper cars marked and numbered as set forth below:

<b>Unit Mark</b>	<b>Unit Number</b>	<b>Unit Mark</b>	<b>Unit Number</b>
IC	387012	IC	387345
IC	387052	IC	387365
IC	387058	IC	387379
IC	387104	IC	387399
IC	387111	IC	387437
IC	387113	IC	387443
IC	387134	IC	387455
IC	387148	IC	387461
IC	387204	IC	387496
IC	387207	IC	387500
IC	387231	IC	387510
IC	387240	IC	387536
IC	387241	IC	387582
IC	387254	IC	387654
IC	387260	IC	387671
IC	387263	IC	387686
IC	387266	IC	387705
IC	387285	IC	387709
IC	387297	IC	387731