

LAW OFFICES  
**JOHN D. HEFFNER, PLLC**  
1750 K STREET, N.W.  
SUITE 200  
WASHINGTON, D.C. 20006  
PH: (202) 296-3333  
FAX: (202) 296-3939

May 14, 2009

Hon. Anne E. Quinlan  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001  
Attn: Equipment recordings

RECORDATION NO. 26497-R FILED  
MAY 14 '09 -2 5 2 PM  
SURFACE TRANSPORTATION BOARD

Dear Ms. Quinlan:

I am enclosing for recordation pursuant to the provisions of 49 U.S.C. 11301 an Amended Release of Partial Lien dated May 8, 2009, a secondary document under the Board's recordation regulations. The documents to which this Amended Release relates are (1) the Memorandum of Omnibus Amendment to the Fourth Amended and Restated Loan and Security Agreement dated as of August 21, 2008, and (2) the Amendment to the Amended and Restated Assignment of Rents and Lessor's Interest in Leases also dated August 21, 2008. Those documents were previously recorded with the Board under Recordation Numbers 26497-N and 26497-O, respectively. The Secured Parties had previously recorded a Release of Partial Lien dated April 24, 2009, which this recordation request amends. The Board recorded that Release under Recordation Number 26497-P on April 28, 2009.

You will be receiving two different Amended Releases for recordation pertaining to these documents. The release which I am tendering is on behalf of RBS Citizens, N.A., as one Secured Party. You will be receiving another release from the law firm of Fletcher & Sippel representing Fifth Third Street Bank as the other secured party. Both documents refer to the same collateral and borrower.

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

Hon. Anne E. Quinlan  
Acting Secretary  
May 14, 2009  
Page Two

Secured Parties: RBS Citizens, N.A.  
71 South Wacker Drive  
Suite 2950  
Chicago, IL 60606

And

Fifth Third Bank (Chicago)  
222 South Riverside Place,  
32<sup>nd</sup> Floor  
Chicago, IL 60606

Borrowers: Permian Basin Railways, Inc.  
Central Car Repair, LLC  
Isla Largo, LLC  
Arizona Eastern Railway  
San Luis & Rio Grande Railroad  
Texas and New Mexico Railroad  
West Texas & Lubbock Railway  
Chicago Terminal Railroad Company  
Mount Hood Railroad Company  
Mount Hood Railroad Dinner Train  
Hood River Rail Company, LLC

c/o 118 South Clinton Street  
Suite 400  
Chicago, IL 60601

A description of the railroad equipment covered by these documents  
is:

12 GE model B39-8 locomotives numbered SLRG 8524, 8527, 8537, 8542,  
8577, 8596, 8597, 8522, 8536, 8539, 8548, 8560

Hon. Anne E. Quinlan  
Acting Secretary  
May 14, 2009  
Page Three

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

“Amended Release of Partial Lien”

Also enclosed is a check in the amount of \$82 payable to the Surface Transportation Board to cover the required recordation fees for the attached document.

Please date stamp and return to me one copy of the enclosed document.

Sincerely yours,

A handwritten signature in black ink, appearing to read "John D. Heffner", with a long horizontal flourish extending to the right.

John D. Heffner

Enclosure

cc: Dan Marko, Esq.

MAY 14 '09 -2 5 2 PM

**AMENDED RELEASE OF PARTIAL LIEN**

**SURFACE TRANSPORTATION BOARD**

FIFTH THIRD BANK (CHICAGO), a Michigan banking corporation, with a mailing address of 222 South Riverside Plaza, 32<sup>nd</sup> floor, Chicago, Illinois and RBS CITIZENS, N.A., a national banking association, with a mailing address of 71 South Wacker Drive, Suite 2950, Chicago, Illinois 60606, hereby release all rights, title and interest in and to, the locomotives specifically identified in the attached Exhibit, and which are specifically identified on Exhibit A of the Memorandum of Omnibus Amendment to Fourth Amended and Restated Loan and Security Agreement, dated as of August 21, 2008, and on Exhibit A of the Amendment to Amended and Restated Assignments of Rents and Lessor's Interest in Leases, dated August 21, 2008. The documents to which this release relates were recorded with the Surface Transportation Board under Recordation Numbers, No. 26497-N and No. 26497-O.

IN WITNESS WHEREOF, FIFTH THIRD BANK (CHICAGO) and RBS CITIZENS, N.A. have cause this release to be signed as of 4/30/09.

FIFTH THIRD BANK (CHICAGO)

By: \_\_\_\_\_

RBS CITIZENS, N.A.

By: Matthew

STATE OF ILLINOIS                    )  
  ) SS.  
COUNTY OF COOK                    )

I, the undersigned, a Notary Public in and for the said County, in the State aforesaid, do hereby certify that \_\_\_\_\_, of FIFTH THIRD BANK (CHICAGO) and Matt Weidle, of RBS CITIZENS, N.A., each of whom is personally known to me to be the same person whose name is subscribed to in the foregoing instrument appeared before me this day in person and acknowledged that (s)he signed and delivered the said instrument as his or her own free and voluntary act and as the free and voluntary act of said association, for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal, this 30<sup>th</sup> date of APRIL, 2009.

  
Notary Public



**EXHIBIT 1**

**Locomotives:**

SLRG 8524  
SLRG 8527  
SLRG 8537  
SLRG 8542  
SLRG 8577  
SLRG 8596  
SLRG 8597  
SLRG 8522  
SLRG 8536  
SLRG 8539  
SLRG 8548  
SLRG 8560

**Prior Marks & Numbers:**

RLCX 8524  
RLCX 8527  
RLCX 8537  
RLCX 8542  
RLCX 8577  
NERR 8596  
NERR 8597  
MMA 8522  
MMA 8536  
MMA 8539  
MMA 8548  
MMA 8560