

RECORDATION NO. 16303-J

JUN 26 '09 -11 0 0 AM

**SURFACE TRANSPORTATION BOARD**

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ELIAS C. ALVORD (1942)  
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OF COUNSEL  
URBAN A. LESTER

June 26, 2009

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Notice of Release of Loan and Security Agreement, dated as of June 26, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Loan and Security Agreement and related documents previously filed with the Commission under Recordation Number 16303-B.

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

Lender: The Prudential Insurance Company of America  
Two Prudential Plaza, Suite 5600  
Chicago, IL 60601

[Owner Trustee: U.S. Bank National Association (successor in  
interest to Meridian Trust Company)  
Two Liberty Place  
50 South 16<sup>th</sup> Street  
Philadelphia, PA 19102]

Anne K. Quinlan, Esquire  
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A description of the railroad equipment covered by the enclosed document  
is:

39 locomotives: SOO 6021 - SOO 6059.

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

Notice of Release of Loan and Security Agreement.

Also enclosed is a check in the amount of \$41.00 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,

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

Robert W. Alvord

RWA/sem  
Enclosures

JUN 26 '09 -11 0 0 AM

**SURFACE TRANSPORTATION BOARD**

**NOTICE OF RELEASE OF LOAN AND SECURITY AGREEMENT**

THE PRUDENTIAL INSURANCE COMPANY OF AMERICA, a New Jersey corporation, with a mailing address of Two Prudential Plaza, Suite 5600, Chicago, Illinois 60601 hereby releases all of its right, title and interest, including liens and security interests, in and to, the 39 locomotives more specifically described on Exhibit A attached hereto and hereby authorizes U.S. Bank National Association (successor in interest to Meridian Trust Company) as Owner Trustee and/or Soo Line Railroad Company to execute any and all releases and terminations of any lien or security interest held by the undersigned in or on such 39 locomotives. To the extent necessary, Soo Line Railroad Company shall have the right and power to execute and file any UCC release and/or termination statement arising from the foregoing. The documents to which this Release relates were recorded with the Interstate Commerce Commission (now the Surface Transportation Board) on the dates and under the Recordation Numbers as follows:

- i) Loan and Security Agreement and Supplement No. 1 to Loan and Security Agreement, both dated April 14, 1989, between Meridian Trust Company, Owner Trustee, and The Prudential Insurance Company of America, Lender, filed with the ICC on April 21, 1989 at 9:00 a.m. under Rec. Nos. 16303-B and 16303-C, respectively, covering 21 locomotives SOO 6021 - SOO 6041.
- ii) Loan Supplement No. 2 to Loan and Security Agreement between Meridian Trust Company, Owner Trustee and The Prudential Insurance Company of America, Lender, dated as of November 9, 1989, filed with the ICC on November 8, 1989 at 10:35 a.m. under Rec. No. 16303-E, covering 16 locomotives SOO 6042 - SOO 6057.
- iii) Loan Supplement No. 3 to Loan and Security Agreement between Meridian Trust Company, Owner Trustee and The Prudential Insurance Company of America, Lender, dated as of December 1, 1989, filed with the ICC on December 1, 1989 at 11:30 a.m. under Rec. No. 16303-G, covering 2 locomotives SOO 6058 and SOO 6059.

IN WITNESS WHEREOF, THE PRUDENTIAL INSURANCE COMPANY OF AMERICA has caused this Release of Loan and Security Agreement to be signed effective as of June 24, 2009.

THE PRUDENTIAL INSURANCE COMPANY  
OF AMERICA

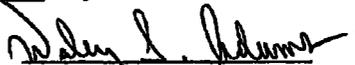
By: *A. Colletta* *2009*

Its: Vice President

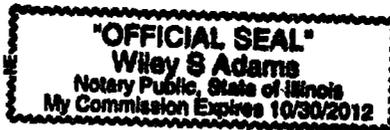
STATE OF ILLINOIS     )  
  )SS.  
COUNTY OF COOK     )

I, the undersigned, a Notary Public in and for the said County, in the State aforesaid, do hereby certify that G. Anthony Coletta, as Vice President of THE PRUDENTIAL INSURANCE COMPANY OF AMERICA, who is personally known to me to be the same person whose name is subscribed to the foregoing instrument appeared before me this day in person and acknowledged that he signed and delivered the said instrument as his 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 24<sup>th</sup> day of June, 2009.

  
Notary Public

My commission expires:



**EXHIBIT A TO NOTICE OF RELEASE OF LOAN AND SECURITY AGREEMENT**

<u>Units</u>	<u>Equipment Description</u>	<u>Manufacturer.</u>	<u>Soo Line (CPR) Road No.</u>
21	3800 SD-60	EMD	6021 to 6041
16	3800 SD-60	EMD	6042 to 6057
2	3800 SD-60M	EMD	6058-6059
<hr/>			
39 Total Units			

All bearing SOO reporting marks.

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: \_\_\_\_\_

6/26/09



\_\_\_\_\_  
Robert W. Alvord