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SURFACE TRANSPORTATION BOARD

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October 26, 2011

VIA E-FILING

Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423
Attention: Cynthia T. Brown, Chief of the Section of Administration

Dear Ms. Brown:

Enclosed for electronic filing and recordation with the Surface Transportation Board ("STB") pursuant to the provisions of 49 U.S.C. Section 11301(a) is an executed copy of the Termination of Security Agreement and Memorandum and Full Release of Security Interest dated as of October 25, 2011 (the "Termination") by SC Asset Management-II, LLC ("Secured Party"), which Termination is a secondary document as defined in the STB's Rules for the Recordation of Documents. The enclosed Termination relates to the Memorandum of Security Agreement dated as of December 12, 2001 between Secured Party and Citicorp Railmark, Inc. which was previously filed with the STB under Recordation Number 23774 (the "Memorandum").

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

Secured Party: SC Asset Management-II, LLC
17 Village Row, Logan Square
New Hope, PA 18938
Attention: William N. Conlin

A description of the railroad equipment covered by the enclosed Termination is as follows: 521 rapid discharge aluminum coal hopper railcars within the series GALX 86001 through GALX 86600 (not inclusive), as further described on Schedule 1 to the Memorandum.

The required recordation fee of \$41 00 is being paid to the STB by charge to our firm account.

Kindly return a file-stamped copy of the Termination and this letter to Susan G. Lichtenfeld at DLA Piper LLP (US), 203 North LaSalle Street, Suite 1900, Chicago, Illinois 60601

Following is a short summary of the enclosed document:

Ms. Cynthia T. Brown
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Secondary Document to be Recorded

Termination of Security Agreement and Memorandum and Full Release of Security Interest dated as of October 25, 2011 by SC Asset Management-II, LLC

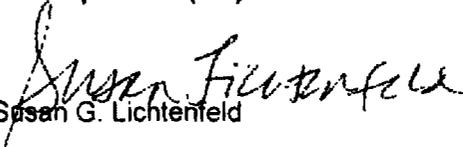
Document to Which the Secondary Document Relates

Memorandum of Security Agreement dated as of December 12, 2001 between SC Asset Management-II, LLC and Citicorp Railmark, Inc., which was previously filed with the STB on December 20, 2001 and assigned Recordation Number 23774

Thank you for your attention to this request.

Very truly yours,

DLA Piper LLP (US)


Susan G. Lichtenfeld

Enclosure

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SURFACE TRANSPORTATION BOARD

**TERMINATION OF SECURITY AGREEMENT AND MEMORANDUM
AND FULL RELEASE OF SECURITY INTEREST**

THIS TERMINATION OF SECURITY AGREEMENT AND MEMORANDUM AND FULL RELEASE OF SECURITY INTEREST is made as of this 25th day of October, 2011, by SC ASSET MANAGEMENT-II, LLC, a Delaware corporation (the "Secured Party").

WHEREAS, the Secured Party and Citicorp Railmark, Inc. ("CitiRail") are parties to that certain Security Agreement dated as of December 12, 2001 (the "Security Agreement");

WHEREAS, a Memorandum of Security Agreement, dated as of December 12, 2001, between Secured Party and CitiRail (the "Memorandum") was filed with the Surface Transportation Board, pursuant to 49 U.S.C. Section 11301, on December 20, 2001 and assigned recordation number 23774;

WHEREAS, the Security Agreement created a lien and security interest in favor of the Secured Party in the Collateral (as defined in the Security Agreement and the Memorandum and hereinafter referred to as the "Collateral"), and the Memorandum confirmed and perfected Secured Party's interest in the Collateral;

WHEREAS, the Collateral includes the 521 rapid discharge aluminum coal hopper railcars identified on Schedule 1 to the Memorandum (hereinafter collectively referred to as the "Units"), and

WHEREAS, the Secured Party desires to (i) terminate and cancel the Security Agreement and the Memorandum, (ii) release its security interest in the Collateral, including without limitation the Units, and (iii) record such termination, cancellation and release with the Surface Transportation Board,

NOW THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Secured Party, intending to be legally bound, hereby terminates and cancels the Security Agreement and the Memorandum and releases its security interest in the Collateral, including without limitation the Units.

IN WITNESS WHEREOF, the Secured Party has caused this Termination of Security Agreement and Full Release of Security Interest to be executed as of the day and year first above written.

SC ASSET MANAGEMENT-II, LLC

I certify that I hold the title set forth below, that this instrument was duly authorized and signed on behalf of the Secured Party and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Secured Party. I further declare under penalty of perjury that the foregoing is true and correct.

By: [Signature]
Its: Executive Vice President