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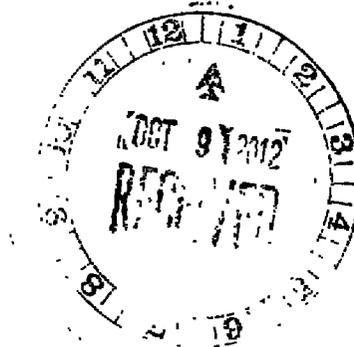
Bank of America
Merrill Lynch 

SURFACE TRANSPORTATION BOARD

September 28, 2012

VIA HAND

Cynthia Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E. Street, S.W.
Washington, DC 20423-0001



RE: Document for Recordation

Dear Ms. Brown:

Enclosed are one original and one copy of the document described below, to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code.

This document, entitled Termination of Security Agreement and Release, is a secondary document, dated as of September 24, 2012. The primary document to which this is connected, a Security Agreement, is recorded under Recordation Number 20134, filed with the Surface Transportation Board on June 12, 1996.

The names and addresses of the parties to the Termination of Security Agreement and Release are as follows:

Secured Party: Bank of America, N.A.
135 South LaSalle Street
Chicago, IL 60603
Attn: Daniel R. Petrik, SVP

Debtor: Louisville & Indiana Railroad Company
500 Willinger Lane
Jeffersonville, IN 47130
Attn: President

A description of the equipment covered by the Termination of Security Agreement and Release is as follows: (1) General Motors of Canada Ltd. No. 220 (Builders No. A-4063); (2) General Motors of Canada Ltd. No. 221 (Builders No. A-4064); and (3) General Motors of Canada Ltd. No. 223 (Builders No. A-4065), as well as any other rolling stock (and related accessories) owned by Debtor as of the date of the Security Agreement or thereafter acquired.

"Bank of America Merrill Lynch" is the marketing name for the global banking and global markets businesses of Bank of America Corporation. Lending, derivatives, and other commercial banking activities are performed globally by banking affiliates of Bank of America Corporation, including Bank of America, N.A., member FDIC. Securities, strategic advisory, and other investment banking activities are performed globally by investment banking affiliates of Bank of America Corporation ("Investment Banking Affiliates"), including, in the United States, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Merrill Lynch Professional Clearing Corp., both of which are registered broker-dealers and members of FINRA and SIPC, and, in other jurisdictions, by locally registered entities. Investment products offered by Investment Banking Affiliates. Are Not FDIC Insured * May Lose Value * Are Not Bank Guaranteed ©2012 Bank of America Corporation

A fee of \$41.00 is enclosed. Please return the original and any extra copies not needed by the Board for recordation to:

Bank of America, N.A.
135 South LaSalle Street
Chicago, IL 60603
Attn: Daniel R. Petrik, SVP

A short summary of the document to appear in the index follows: The document is a Termination of Security Agreement and Release, dated as of September 24, 2012, by Bank of America, N.A., at 135 South LaSalle Street, Chicago, IL 60603. The Termination of Security Agreement and Release covers the following rolling stock: (1) General Motors of Canada Ltd. No. 220 (Builders No. A-4063); (2) General Motors of Canada Ltd. No. 221 (Builders No. A-4064); and (3) General Motors of Canada Ltd. No. 223 (Builders No. A-4065), as well as any other rolling stock (and related accessories) owned by Debtor as of the date of the Security Agreement or thereafter acquired. This document is connected to a Security Agreement with recordation number 20134.

Sincerely,


Kent Hammersstrom, Senior Vice-President

Enclosures

**WEINER
BRODSKY
SIDMAN
KIDER PC**

October 10, 2012

VIA HAND

Ms. Karen January, Legal Assistant
Office of Proceedings
Surface Transportation Board
395 E. Street, S.W.
Washington, DC 20423-0001

RE: Fee for Document for Recordation

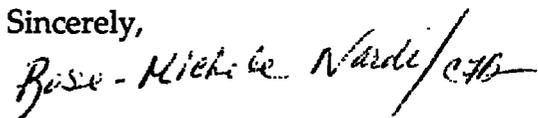
Dear Ms. January:

On October 9, 2012, I filed, on behalf of Louisville & Indiana Railroad Company, two documents for recordation. Each of those filing included a check in the amount of \$41.00. You advised me yesterday that the filing fee for each filing has increased to \$42.00. Accordingly, enclosed is a check in the amount of \$2.00 to cover the full filing fee for both filings.

Please let me know if you need anything further. Unless I hear from you, I will assume the two documents will be recorded with the Surface Transportation Board as of today.

Enclosed are ten (10) copies of this letter. Please acknowledge receipt of this letter by date-stamping the enclosed acknowledgment and returning it to our messenger.

Sincerely,



Rose-Michele Nardi

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TERMINATION OF SECURITY AGREEMENT AND RELEASE**SURFACE TRANSPORTATION BOARD**

The undersigned, Bank of America, N.A., successor to LaSalle National Bank, for good and valuable consideration, the receipt and sufficiency of which are acknowledged, does hereby give notice that (1) The Security Agreement, dated as of June 5, 1996, between Louisville & Indiana Railroad Company and LaSalle National Bank ("Security Agreement") has been terminated, and (2) Bank of America, N.A. releases and discharges any right, title and interest in and to the Collateral, as that term is defined in the Security Agreement, arising under the Security Agreement.

The Security Agreement previously was recorded with the Surface Transportation Board on June 12, 1996, under Recordation No. 20134.

IN WITNESS WHEREOF, Bank of America, N.A. has caused this instrument to be executed by its duly authorized officer as of this 24th day of September 2012.

Bank of America, N.A.

By:  (SEAL)

Daniel R. Petrik

Title: Senior Vice-President

State of ILLINOIS)
)ss.
County of Will)

On this 24th day of September, 2012 before me personally appeared DANIEL R. PETRIK (name of signor); to me personally known, who being by me duly sworn, says that (s)he is the Senior Vice President (title of office) of Bank of America, N.A., that the seal affixed to the foregoing instrument represents the seal of Bank of America, N.A., that the foregoing instrument was signed and sealed on behalf of Bank of America, N.A. by the requisite authority, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of Bank of America, N.A.

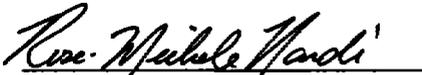
(SEAL)

Renee A King
Signature of Notary Public



My Commission expires 3-16-2013

I certify that I have compared the foregoing copy of the Termination of Security Agreement and Release to the Termination of Security Agreement and Release filed as an original by Bank of America, N.A., and have found the two documents to be complete and identical in all respects. I declare, under penalty of perjury, that the foregoing statement is true and correct.


Rose-Michele Nardi