



Chief, Section of Administration  
December 17, 2010  
Page 2

A description of the railroad equipment covered by the enclosed document is:

All railcars remaining under the security agreement, as supplemented, appearing in the security agreement and security agreement supplement memoranda filed under this recordation number.

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

Termination And Release of: Memorandum Of Security Agreement (US) and Security Agreement Supplements No. 1, No. 2, No. 3, No. 4, No. 5 and No. 6.

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,



Robert W. Alvord

RWA/bhs  
Enclosures

FEB 17 '11 -12 40 PM

## SURFACE TRANSPORTATION BOARD

**TERMINATION AND RELEASE OF:  
MEMORANDUM OF SECURITY AGREEMENT (US) AND SECURITY  
AGREEMENT SUPPLEMENTS NO. 1, NO. 2, NO. 3, NO. 4, NO. 5 AND NO. 6**

The undersigned, THE ROYAL BANK OF SCOTLAND N.V. (successor to ABN AMRO Bank N.V.), as "Lessor" and THE ROYAL BANK OF SCOTLAND N.V. (successor to ABN AMRO ADVISORY, INC.), as "Secured Party" are parties to (i) that certain Participation Agreement, dated as of December 13, 2004, including Section 5 thereof with the heading of "Security" (such Section 5 the "Security Agreement"), as supplemented by Security Agreement Supplement No. 1 dated December 13, 2004 (as amended by that certain Amendment to Security Agreement Supplement No. 1 dated December 19, 2005), Security Agreement Supplement No. 2 dated May 31, 2005, Security Agreement Supplement No. 3 dated September 19, 2005, Security Agreement Supplement No. 4 dated December 19, 2005, Security Agreement Supplement No. 5 dated March 21, 2006, and Security Agreement Supplement No. 6 dated May 18, 2006, each recorded with the Surface Transportation Board on the dates and under the recordation numbers set forth in Schedule A hereto (individually, a "Security Agreement Supplement" and collectively, the "Security Agreement Supplements"), and (ii) that certain Memorandum of Security Agreement (US), dated as of December 13, 2004, as recorded with the Surface Transportation Board on December 17, 2004 under recordation number 25359-B (the "Memorandum of Security Agreement"), all with respect to the railcars identified in each Security Agreement Supplement. The undersigned parties do hereby give notice of the termination of the Security Agreement, as provided under the terms of a certain Termination and Release Agreement dated December 17, 2010.

Effective as of the time of recordation on the date hereof, Secured Party does hereby release Lessor from each and all of its obligations and any claims and demands of every kind and nature, known and unknown, suspected and unsuspected, disclosed and undisclosed, arising out of or in connection with the Security Agreement, the Memorandum of Security Agreement and each Security Agreement Supplement related thereto; provided, however, that, as specified in the Termination and Release Agreement, the Secured Party does not waive or release the Lessor from any obligations, claims or demands arising from indemnifications or liabilities contained in the Security Agreement, Memorandum of Security Agreement or any Security Agreement Supplement related thereto and released above, which, by their respective terms, expressly survive the expiration or termination of the Security Agreement, the Memorandum of Security Agreement and the Security Agreement Supplements related thereto.

[Signature Page Follows]

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The parties hereto authorize the recordation of this instrument with the Surface Transportation Board in order to give effect to the foregoing.

Dated: December 17, 2010

THE ROYAL BANK OF SCOTLAND N.V.,  
as Lessor

By: Allen R. Bradley  
Name: Allen R. Bradley  
Title: Director

By: Maria Vanderwarren  
Name: Maria Vanderwarren  
Title: ASSOCIATE

THE ROYAL BANK OF SCOTLAND N.V.,  
as Secured Party

By: Allen R. Bradley  
Name: Allen R. Bradley  
Title: Director

By: Maria Vanderwarren  
Name: Maria Vanderwarren  
Title: ASSOCIATE

**SCHEDULE A**

**Previously Recorded Security Agreement Supplements**

Security Agreement Supplement Nos. 1, 2, 3, 4, 5 and 6 between the Lessor and Secured Party deposited with the Surface Transportation Board as follows:

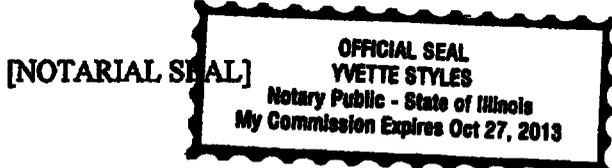
<b><u>Supplement No.</u></b>	<b><u>Date Recorded</u></b>	<b><u>Recordation Number</u></b>
Security Agreement Supplement No. 1	December 17, 2004	25359-C
Security Agreement Supplement No. 2	May 31, 2005	25359-E
Security Agreement Supplement No. 3	September 19, 2005	25359-G
Security Agreement Supplement No. 4	December 19, 2005	25359-I
Security Agreement Supplement No. 5	March 21, 2006	25359-M
Security Agreement Supplement No. 6	May 18, 2006	25359-O

Amendment to Security Agreement Supplement No. 1 recorded on December 19, 2005, Recordation Number 25359-K.

STATE OF Illinois )  
 ) SS  
COUNTY OF COOK )

On this 14<sup>th</sup> day of Dec., 2010, before me personally appeared in the City of Chicago, State of Illinois, Allen R. Benjes & Maria Vanos <sup>Allen</sup> to me personally known, who being by me duly sworn, says that she/he is the Director AND Associate of The Royal Bank of Scotland N.V., that the foregoing instrument was signed and sealed on behalf of said corporation, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Yvette Styles  
Notary Public



My commission expires: 10/27/2013

STATE OF ILLINOIS )  
 ) SS  
COUNTY OF COOK )

On this 14<sup>th</sup> day of DEC, 2010, before me personally appeared in the City of CHICAGO, State of ILLINOIS, Allen R. Beales + Maria Vandoe, to me personally known, who being by me duly sworn, says that she/he is the DIRECTOR AND ASSOCIATE of THE ROYAL BANK OF SCOTLAND N.V., that the foregoing instrument was signed and sealed on behalf of said corporation, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Yvette Styles  
Notary Public



My commission expires: 10/27/2013

STATE OF Illinois )  
 )  
COUNTY OF COOK ) SS

On this 14<sup>th</sup> day of Dec, 2010, before me personally appeared in the City of Chicago, State of Illinois, Allen K. Brayles & Maria Vander <sup>Woods</sup> to me personally known, who being by me duly sworn, says that she/he is the Director AND Associate of The Royal Bank of Scotland NY that the foregoing instrument was signed and sealed on behalf of said corporation, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Yvette Styles  
Notary Public



My commission expires: 10/27/2013

STATE OF Illinois )  
COUNTY OF Cook ) SS

On this 14<sup>th</sup> day of Dec., 2010, before me personally appeared in the City of Chicago, State of Illinois, Allen P. Styles & Maria Vandenberg to me personally known, who being by me duly sworn, says that she/he is the Director AND Associate of The Royal Bank of Scotland N.Y., that the foregoing instrument was signed and sealed on behalf of said corporation, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Yvette Styles  
Notary Public

[NOTARIAL SEAL]



My commission expires: 10/27/2013

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:

12/17/10



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Robert W. Alvord