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RECORDATION NO. 29654-A FILED

SEP 02 '11 -12 19 PM

**SURFACE TRANSPORTATION BOARD**

August 23, 2011

Cynthia Brown  
Chief Section of Administration  
Surface Transportation Board  
395 E Street, SW  
Washington, DC 20423-0001



Attn: Recordation

To Whom It May Concern:

I am enclosing for recordation pursuant to the provisions of 49 U.S.C. 11301, an original and one copy of the document described below, a Partial Release of a Locomotive Security Agreement dated July 15, 2011, a secondary document under the Board's rules.

This document is a Partial Termination and Release of Security Interests and Liens. The primary document to which this document is connected, a Memorandum of Loan and Security Agreement and Locomotive Security Agreement was recorded February 17, 2011, under Recordation Number 29654.

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

**Borrower:** National Railway Equipment Co.  
14400 S. Robey Street  
Dixmoor, IL 60426

**Lender:** The PrivateBank and Trust Company  
120 South LaSalle Street, Suite 200  
Chicago, IL 60603

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

Two (2) EMD GP9 General Purpose Locomotives, bearing road numbers NREX 8092 and NREX 8174.

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

**"Partial Release of Locomotive Security Agreement"**

Also enclosed is a check in the amount of \$41.00 payable to the Surface Transportation Board to cover the required recordation fee for the attached agreement.

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

Peter Ordower  
Law Office of Peter Ordower, P.C.  
10 S. LaSalle Street  
Suite 3500  
Chicago, IL 60603

Very truly yours,

A handwritten signature in black ink, appearing to read "Peter Ordower", with a stylized flourish at the end.

Peter Ordower

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Attachment B

SURFACE TRANSPORTATION BOARD

**PARTIAL TERMINATION AND RELEASE OF SECURITY INTERESTS AND LIENS**

**WHEREAS**, THE PRIVATEBANK AND TRUST COMPANY (the "Agent") and NATIONAL RAILWAY EQUIPMENT CO., an Illinois corporation, (the "Borrower"), certain subsidiaries of the Borrower (together with the Borrower, the "Loan Parties") and certain Lenders party thereto (the "Lenders") have entered into that certain Loan and Security Agreement dated as of February 22, 2011 (as the same may be amended, restated or otherwise modified from time to time, the "Loan Agreement") pursuant to which the Lenders have agreed to make loans to and issue letters of credit for the account of the Borrower;

**WHEREAS**, the obligations of the Loan Parties under the Loan Agreement have been secured thereunder and pursuant to that certain Memorandum of Loan and Security Agreement and Locomotive Security Agreement dated as of February 15, 2011, executed by the Loan Parties in favor of the Agent, recorded at the Surface Transportation Board ("STB") on February 17, 2011 under Recordation Number 29654 (the "Locomotive Security Agreement");

**WHEREAS**, Borrower intends to sell certain locomotives listed on Exhibit A attached hereto (the "Locomotives"), which such Locomotives currently constitute Collateral (as defined in the Loan Agreement) under the Loan Agreement; and

**WHEREAS**, the Borrower has requested that the Agent release its lien in connection with the Locomotives and Agent has agreed to release such lien.

**WHEREAS**, Agent has agreed to release its lien in connection with the Locomotives and desires to execute this Release to evidence for the public record the satisfaction and release of all the rights and obligations of the Borrower under the Loan Agreement with respect to the Locomotives and hereby authorizes the recording of this instrument with the STB.

**NOW, THEREFORE**, for value received, the Agent hereby remises, releases and conveys unto the Borrower without recourse or warranty of any kind, all right, title, claim or interest whatsoever the Agent has or may have in the Locomotives listed on Exhibit A. Unless specifically listed on Exhibit A hereto and released hereby, the security interests and liens in the remaining Collateral pursuant to the Loan Agreement and the Locomotive Security Agreement remain in full force and effect.

[signature page attached]

IN WITNESS WHEREOF, Agent has executed or caused this Instrument to be executed as of the date first above written.

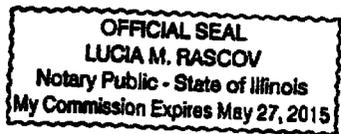
THE PRIVATEBANK AND TRUST COMPANY

By: [Signature]  
Name: Richard Pierce  
Its: Associate Managing Director

STATE OF IL )  
 ) ss.  
County of COOK )

July 15, 2011, before me, Lucia M. Rasco, the undersigned Notary Public, personally appeared Richard Pierce personally known to me to be the person who executed the within instrument as Associate Managing Director on behalf of the company therein named, and acknowledged to me that the corporation executed it.

[Signature]  
Notary Public for THE PRIVATEBANK  
My Commission expires May 27, 2015



**Exhibit A**

**Locomotives**

**Unit Number: NREX 8092**

**Type: EMD GP9 General Purposes Locomotives**

**Unit Number: NREX 8174**

**Type: EMD GP9 General Purposes Locomotives**