

RECORDATION NO. 18299-C FILED

OCT 20 11 -8 00 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (942)  
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October 20, 2011

Ms Cynthia T Brown  
Chief of the Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 "E" Street, S.W.  
Washington, D C 20423

Dear Ms Brown

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Security Agreement Termination, dated as of October 20, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents

The enclosed document relates to the Memorandum of Security Agreement-Trust Deed previously filed with the Board under Recordation Number 18299-A

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

Trustee: U S. Bank National Association (successor in interest to State Street Bank and Trust Company of Connecticut, National Association)  
225 Asylum Street, 23rd Floor  
Hartford, CT 06103

Security Trustee: U S Bank National Association (successor in interest to Shawmut Bank Connecticut, National Association)  
225 Asylum Street, 23rd Floor  
Hartford, CT 06103

Chief of the Section of Administration  
October 20, 2011  
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A description of the railroad equipment covered by the enclosed document  
is

All railroad equipment at any time covered by the Security Agreement filed  
under 18299-A and all supplements thereto.

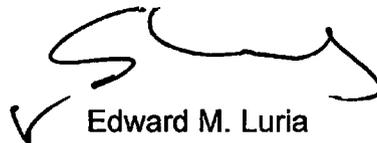
A short summary of the document to appear in the index is

Memorandum of Security Agreement Termination

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,



Edward M. Luria

EML/sem  
Enclosures

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EXECUTION COPY

~~SURFACE TRANSPORTATION BOARD~~

MEMORANDUM OF SECURITY AGREEMENT TERMINATION, dated as of October 20, 2011, by and between U.S Bank National Association (successor in interest to State Street Bank and Trust Company of Connecticut, National Association), not in its individual capacity, but solely as Trustee (the "Trustee") under the Trust Agreement, dated as of June 28, 1993 (the "Trust Agreement") and U.S. Bank National Association (as successor in interest to Shawmut Bank Connecticut, National Association) (together with any successor security trustee, the "Security Trustee" and together with Trustee, the "Parties"). Capitalized terms used herein which are not defined herein shall have their respective meanings ascribed thereto as set forth in the Security Agreement (defined below).

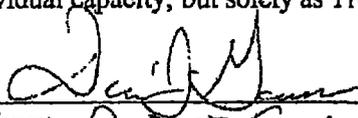
WHEREAS, Trustee and Security Trustee entered into that certain Security Agreement-Trust Deed, dated as of June 28, 1993, (the "Security Agreement") a Memorandum of which was recorded with the Surface Transportation Board ("STB") on July 6, 1993 at 12:25 p.m. under Recordation No. 18299-A;

Effective the date hereof, the Security Trustee hereby certifies that, as of July 5, 2011, all payments under the Notes and the Security Agreement have been satisfied and paid in full, all debt under the Notes and the Security Agreement has been cancelled and any and all Liens of the Security Agreement are released and discharged in full. This document constitutes a release of all interests, claims, liens or encumbrances with respect to all railroad equipment at any time covered by the Security Agreement and all supplements thereto identified in the primary and secondary filings identified on Exhibit A hereto;

The Parties are filing this Memorandum of Security Agreement Termination with the STB pursuant to 49 USC Section 11301(a). This Memorandum of Security Agreement Termination is executed without prejudice to the rights or obligations of the parties which expressly survive termination of the Security Agreement or the termination agreement among the parties.

This Memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such memorandum.

U.S. BANK NATIONAL ASSOCIATION, not  
in its individual capacity, but solely as Trustee

By:   
Name: David J Ganss  
Title: VICE PRESIDENT



This Memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such memorandum.

U.S. BANK NATIONAL ASSOCIATION,  
as Security Trustee

By:   
Name: Phillip G. Kane, Jr.  
Title: Vice President



FILINGS WITH THE STB

1. Security Agreement – Deed of Trust dated as of June 28, 1993 between State Street Bank and Trust Company of Connecticut, National Association not in its individual capacity, but solely as Trustee ("Trustee") and U.S. Bank National Association (successor to Shawmut Bank Connecticut, National Association) ("Security Trustee") filed on July 6, 1993 at 12:25 p.m. under Recordation Number 18299-A.
2. Notice of Succession of Trusteeship, dated August 27, 2004 by U.S. Bank National Association, as successor to State Street Bank and Trust Company of Connecticut, National Association, filed on September 22, 2004 at 3:24 p.m under Recordation Number 18299-B.

CERTIFICATION

I, Edward M Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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 10/20/11

Edward M Luria  
Edward M Luria