

RECORDATION NO 29654-G FILED  
April 30, 2013 11:09 AM  
SURFACE TRANSPORTATION BOARD

LAW OFFICES OF  
**LOUIS E. GITOMER, LLC.**

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April 30, 2013

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:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Partial Termination and Release of Security Interests and Liens, a secondary document, dated as of April 19, 2013. The primary document to which this is connected is recorded under Recordation Number 29654. We request that this document be recorded under Recordation Number 29654-G.

The name and address of the party to the Partial Termination and Release of Security Interests and Liens is:

Agent:

The Privatebank and Trust Company  
120 South LaSalle Street  
Chicago, IL 60603

A description of the equipment covered by the Partial Termination and Release of Security Interests and Liens consists of two B39-8 locomotives numbered NREX 8517 and 8528.

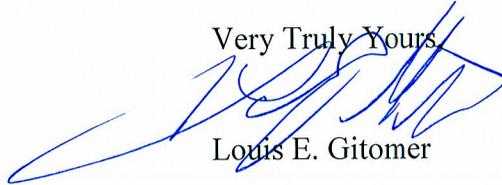
A fee of \$42.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer  
600 Baltimore Avenue, Suite 301  
Towson, MD 21204  
[Lou@lgraillaw.com](mailto:Lou@lgraillaw.com)

Ms. Cynthia T. Brown  
June 7, 2011  
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A short summary of the document to appear in the index follows: a Partial Termination and Release of Security Interests and Liens by The Privatebank and Trust Company, 120 South LaSalle Street, Chicago, IL 60603, covering two B39-8 locomotives numbered NREX 8517 and 8528.

Very Truly Yours



Louis E. Gitomer

Enclosure

**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 Borrower;

WHEREAS, the obligations of the Loan Parties under the Loan Agreement have been secured thereunder and pursuant to (i) that certain Memorandum of Loan and Security Agreement dated as of February 15, 2011, executed by the Loan Parties in favor of Agent, recorded at the Surface Transportation Board ("STB") on February 17, 2011 under Recordation No. 29654 (the "Locomotive Security Agreement") and (ii) that certain Collateral Assignment of Locomotive Leases dated as of February 15, 2011, executed by the Loan Parties in favor of Agent, recorded at the STB on February 17, 2011 under Recordation No. 29655 (the "Collateral Assignment");

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

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

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 and Loan Parties 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 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, the Locomotive Security Agreement and the Collateral Assignment remain in full force and effect.

[signature page attached]

IN WITNESS WHEREOF, Agent has executed or caused this Release to be executed as of April 19, 2013.

THE PRIVATEBANK AND TRUST COMPANY

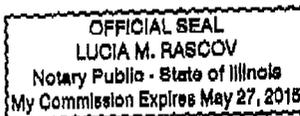
By: [Signature]  
Name: BRUCE DENBY  
Its: Managing Director

STATE OF ILLINOIS )

County of Cook ) ss.

On April 19, 2013, before me Lucia M. Rasco the undersigned Notary Public, personally appeared BRUCE DENBY personally known to me to be the person who executed the within instrument as MANAGING DIR on behalf of THE PRIVATEBANK AND TRUST COMPANY, 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 8517**  
**Type: B39-8**

**Unit Number: NREX 8528**  
**Type: B39-8**