

RECORDATION NO. 29586-B  
FILED AUGUST 1, 2013 01:43 PM  
SURFACE TRANSPORTATION BOARD

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

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August 1, 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 efilng the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Partial Termination, a secondary document, dated as of August 1, 2013. The primary document to which this is connected is recorded under Recordation Number 29586. We request that this document be recorded under Recordation Number 29586-B.

The names and addresses of the parties to the Partial Termination are:

Secured Party:

Key Government Finance  
1000 S. McCaslin Blvd  
Superior, CO 80027

Debtor:

Alaska Railroad Corporation  
327 West Ship Creek Avenue  
Anchorage, Alaska 99501

A description of the equipment covered by the Partial Termination consists of 20 locomotives numbered ARR 4001-4012, inclusive, and 4317-4324, inclusive.

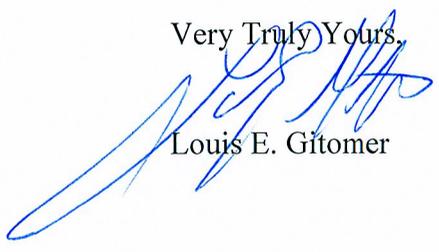
Ms. Cynthia T. Brown  
August 1, 2013  
Page 2

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@lgrailaw.com

A short summary of the document to appear in the index follows: a Partial Termination between Key Government Finance, 1000 S. McCaslin Blvd, Superior, CO 80027, and Alaska Railroad Corporation, 327 West Ship Creek Avenue, Anchorage, Alaska 99501, covering 20 locomotives numbered ARR 4001-4012, inclusive, and 4317-4324, inclusive.

Very Truly Yours,

  
Louis E. Gitomer

Enclosure

PARTIAL TERMINATION

This Partial Termination, dated as of August 1, 2013, is between Key Government Finance, Inc. ("Key"), as secured party, and the Alaska Railroad Corporation ("Alaska"), as debtor.

WHEREAS, Key and Alaska entered (i) that certain Security Agreement dated as of December 31, 2010, which was recorded at the Surface Transportation Board (the "Board") under Recordation No. 29586 on December 28, 2010 for 20 locomotives numbered ARR 4001-4012, inclusive, and 4317-4324, inclusive; and (ii) that certain Amended and Restated Security Agreement dated as of July 26, 2011, which was recorded at the Board under Recordation No. 29586-A on July 26, 2011 for 20 locomotives numbered ARR 4001-4012, inclusive, and 4317-4324, inclusive, and 70 hopper cars numbered ARR 16800-16869, inclusive (collectively the "Security Agreement"); and

WHEREAS, the duties and obligations of the parties to the Security Agreement with respect to the 20 locomotives numbered ARR 4001-4012, inclusive and 4317-4324, inclusive (the "Locomotives") have been satisfied and discharged.

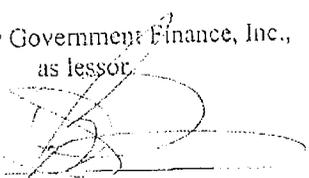
NOW, THEREFORE, in consideration of the promises and covenants in the documents set forth above by reference, and for other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and the authority to issue and execute this document, intending to be legally bound, Key and Alaska hereby terminate and cancel the Security Agreement with respect to the Locomotives as of the date herein first written above: provided that this termination does not apply to provisions of the Security Agreement stated to survive such termination.

This Partial Termination may be executed in separate counterparts, each of which when so executed and delivered shall be an original for all purposes, but all such counterparts shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Partial Termination to be duly executed as of the date hereinabove first written.

Key Government Finance, Inc.,  
as lessor.

Alaska Railroad Corporation,  
as debtor

By: 

By: \_\_\_\_\_

Name: BRIAN DEPONTE  
Designated Signer

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Title: \_\_\_\_\_

**PARTIAL TERMINATION**

This Partial Termination, dated as of August 1, 2013, is between Key Government Finance, Inc. ("Key"), as secured party, and the Alaska Railroad Corporation ("Alaska"), as debtor.

**WHEREAS**, Key and Alaska entered (i) that certain Security Agreement dated as of December 31, 2010, which was recorded at the Surface Transportation Board (the "Board") under Recordation No. 29586 on December 28, 2010 for 20 locomotives numbered ARR 4001-4012, inclusive, and 4317-4324, inclusive; and (ii) that certain Amended and Restated Security Agreement dated as of July 26, 2011, which was recorded at the Board under Recordation No. 29586-A on July 26, 2011 for 20 locomotives numbered ARR 4001-4012, inclusive, and 4317-4324, inclusive, and 70 hopper cars numbered ARR 16800-16869, inclusive (collectively the "Security Agreement"); and

**WHEREAS**, the duties and obligations of the parties to the Security Agreement with respect to the 20 locomotives numbered ARR 4001-4012, inclusive and 4317-4324, inclusive (the "Locomotives") have been satisfied and discharged.

**NOW, THEREFORE**, in consideration of the promises and covenants in the documents set forth above by reference, and for other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and the authority to issue and execute this document, intending to be legally bound, Key and Alaska hereby terminate and cancel the Security Agreement with respect to the Locomotives as of the date herein first written above; provided that this termination does not apply to provisions of the Security Agreement stated to survive such termination.

This Partial Termination may be executed in separate counterparts, each of which when so executed and delivered shall be an original for all purposes, but all such counterparts shall constitute but one and the same instrument.

**IN WITNESS WHEREOF**, the parties hereto have caused this Partial Termination to be duly executed as of the date hereinabove first written.

Key Government Finance, Inc.,  
as lessor

Alaska Railroad Corporation,  
as debtor

By: \_\_\_\_\_

By: Christopher Adnesen

Name: \_\_\_\_\_

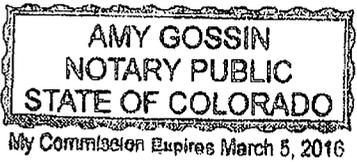
Name: CHRISTOPHER ADNESEN

Title: \_\_\_\_\_

Title: President + CEO

STATE OF COLORADO )  
 ) ss.  
County of Boulder )

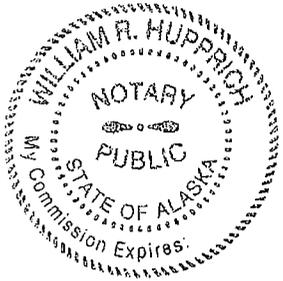
On this 31 day of July 2013, before me, Amy Gossin, the undersigned Notary Public, personally appeared Brian S. DeLent personally known to me to be the person who executed the within instrument as designated agent on behalf of Key Government Finance, Inc., and acknowledged to me that the corporation executed it.



Amy Gossin  
Notary Public for Colorado  
My Commission expires March 5, 2016

STATE OF ALASKA )  
 ) ss.  
THIRD JUDICIAL DISTRICT )

On this 1<sup>st</sup> day of ~~July~~<sup>August</sup> 2013, before me, William R. Huppich, the undersigned Notary Public, personally appeared Christopher Aadnesen personally known to me to be the person who executed the within instrument as President + CEO on behalf of the Alaska Railroad Corporation, and acknowledged to me that the corporation executed it.



William R. Huppich  
Notary Public for Alaska  
My Commission expires 5/25/16