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RECORDATION NO. 9335-F FILED

DEC 09 '03 11-57 AM

SURFACE TRANSPORTATION BOARD

lgitomer@dc.bjllp.com

December 9, 2003

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed the original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Release of Lien and Security Interest, a secondary document, dated as of December 3, 2003. The primary document to which this is connected is recorded under Recordation No. 9335. We request that one copy of this document be recorded under Recordation No. 9335-F.

The names and addresses of the parties to the Release of Lien and Security Interest are:

Security Trustees:

Harris Trust and Savings Bank
J. Bartolini
111 West Monroe - 21 East
Chicago, IL 60603

Debtor:

Resco Holdings Inc., successor by merger to Swindell-Dressler Leasing Company
4 Liberty Lane West
Hampton, NH 03842

A description of the equipment covered by Release of Lien and Security Interest consists of 689 coal hopper cars numbered SDEX 10001-10032, inclusive, 10034-10097, inclusive, 10099-10648, inclusive, 10650-10658, inclusive, and 10704-10737, inclusive.

BALL JANIK LLP

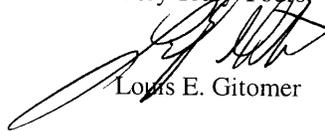
Honorable Vernon A. Williams
December 9, 2003
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A fee of \$ 30.00 is enclosed. Please return the original to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: Release of Lien and Security Interest between Harris Trust and Savings Bank and J. Bartolini, 111 West Monroe – 21 East, Chicago, IL 60603, and Resco Holdings Inc., successor by merger to Swindell-Dressler Leasing Company, 4 Liberty Lane West, Hampton, NH 03842, covering 689 coal hopper cars numbered SDEX 10001-10032, inclusive, 10034-10097, inclusive, 10099-10648, inclusive, 10650-10658, inclusive, and 10704-10737, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

RECORDATION NO. 9335-F FILED

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RELEASE OF LIEN AND SECURITY INTEREST

SURFACE TRANSPORTATION BOARD

WHEREAS, Harris Trust and Savings Bank and J. Bartolini, successor-in-interest to R. G. Mason, are Security Trustees (the "Security Trustees") for the railcars identified on Exhibit A hereto (the "Railcars") by virtue of the filings described in Exhibit B hereto (the "Filings") previously made by the Security Trustees with the Interstate Commerce Commission (the "ICC") pursuant to the provisions of former 49 U.S.C. § 11303(a) (reenacted as 49 U.S.C. § 11301(a)), and the Surface Transportation Board (the "Board") pursuant to the provisions of 49 U.S.C. Section 11301(a), and the regulations thereunder (the "Recordation Procedures");

WHEREAS, The Security Trustees are authorized to execute and deliver this Release of Lien and Security Interest and to cause the same to be filed with the Board in accordance with the Recordation Procedures; and

WHEREAS, Resco Holdings Inc., successor by merger to Swindell-Dressler Leasing Company ("SDL"), the debtor described in the Filings, has requested that the Security Trustees release any lien on and security interest in the Railcars that the Security Trustees have and has agreed to provide indemnification to the Security Trustees in connection with such release;

NOW THEREFORE, Resco Holdings Inc. and the Security Trustees hereby agree:

1. that Resco Holdings Inc. hereby represents and warrants that the attached Exhibit A and Exhibit B are correct and hereby agrees to indemnify the Security Trustees for any inaccuracies on such Exhibits in connection with this release.

2. the Security Trustees do hereby confirm that (i) they no longer claim any lien on or security interest in any of the Railcars, (ii) they terminate, release and discharge any lien and security interest they have in the Railcars, and (iii) they acknowledge and confirm that each of the Filings shall be of no further force or effect and each shall be terminated and released. This is a release of lien on collateral only.

IN WITNESS WHEREOF, the Security Trustees and Resco Holdings, Inc. have caused this Release of Lien and Security Interest to be executed on and as of the 8th day of December 2003.

Harris Trust and Savings Bank

By: [Signature]
Title: VICE PRESIDENT

J. Bartolini

By: [Signature]
Title: _____

Resco Holdings Inc., successor by merger to
Swindell-Dressler Leasing Company

By: [Signature]
Title: Vice President

State of Illinois)
) SS
County of Cook)

On this 4th day of ~~November~~ ^{December} 2003, before me personally appeared Martin J. McHale, to me personally known, who being by me duly sworn, said that he is a Vice President of Harris Trust and Savings Bank, that said instrument was signed on such date on behalf of said corporation and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]



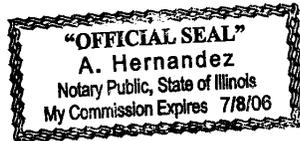
Halina B. Lesnicki
Notary Public
My Commission expires: 2/15/06

State of Illinois)
) SS
County of Cook)

DECEMBER

On this 5th day of ~~November~~, 2003, before me, personally appeared J. Bartolini, to me known to be the person described in the foregoing and who executed the foregoing instrument and she acknowledged that she executed the same as her free act and deed.

[Notarial Seal]



A Hernandez
Notary Public
My Commission expires: 7/8/06

EXHIBIT A

RAILCARS

689 coal hopper cars numbered SDEX 10001-10032, inclusive, 10034-10097, inclusive, 10099-10648, inclusive, 10650-10658, inclusive, and 10704-10737, inclusive.

EXHIBIT B

FILINGS

An Indenture of Mortgage, Assignment of Lease and Security Agreement, dated as of February 1, 1978, between Swindell-Dressler Leasing Company ("SDL"), as debtor, and Harris Trust and Savings Bank ("Harris") and R. G. Mason, as Security Trustees, was recorded at the Interstate Commerce Commission (the "ICC") under Recordation Number 9335 on April 19, 1978, for 370 coal hopper cars numbered SDEX 10001-10032, inclusive, 10034-10097, inclusive, and 10099-10372, inclusive, and for all equipment whether now owned or hereafter acquired.

A First Supplement and Amendment to Indenture of Mortgage, Assignment of Lease and Security Agreement, dated as of July 1, 1978 between SDL, as debtor, and Security Trustees, was recorded at the ICC under Recordation Number 9335-A on September 7, 1978.

A Second Supplement and Amendment to Indenture of Mortgage, Assignment of Lease and Security Agreement, dated as of March 15, 1979 between SDL, as debtor, and Security Trustees, was recorded at the ICC under Recordation Number 9335-B on July 20, 1979 for 265 coal hopper cars numbered SDEX 10373-10637, inclusive.

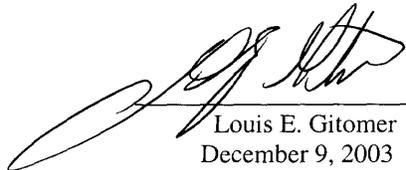
A Third Supplement and Amendment to Indenture of Mortgage, Assignment of Lease and Security Agreement, dated as of November 20, 1990 between SDL, as debtor, and Security Trustees, was recorded at the ICC under Recordation Numbers 9335-C on November 29, 1990 for 20 coal hopper cars numbered SDEX 10638-10648, inclusive, and 10650-10658, inclusive.

A Fourth Supplement and Amendment to Indenture of Mortgage, Assignment of Lease and Security Agreement, dated as of May 31, 1994 between SDL, as debtor, and Harris and J. Bartolini, as New Security Trustees, was recorded at the ICC under Recordation Number 9335-D on June 29, 1994 for 24 coal hopper cars numbered SDEX 10704-10727, inclusive.

A Fifth Supplement and Amendment to Indenture of Mortgage, Assignment of Lease and Security Agreement, dated as of August 7, 1996 between SDL, as debtor, and New Security Trustees, was recorded at the Surface Transportation Board under Recordation Number 9335-E on October 9, 1996 for 10 coal hopper cars numbered SDEX 10728-10737, inclusive.

CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Release of Lien and Security Interest dated as of December 8, 2003, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



Louis E. Gitomer
December 9, 2003