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RECORDATION NO. 23482-I FILED

APR 10 '07 -1 4 3 PM

SURFACE TRANSPORTATION BOARD

April 10, 2007

Recordation No. 23482-H

Dear Mr. Williams:

On behalf of Commerzbank Aktiengesellschaft, New York Branch, I submit for filing and recording under 49 U.S.C. § 11301 (a) and the regulations applicable thereunder, executed counterparts of a secondary document, not previously recorded, entitled Partial Termination and Release of: Memorandum of Security Agreement (U.S.), Memorandum of Amendment to Memorandum of Security Agreement (U.S.) (Dow 2001), Security Agreement Supplements No. 1 through No. 5, and Amendment to Security Agreement Supplement Nos. 1 through 5, inclusive (Dow 2001), ("Partial Termination"), dated April 10, 2007.

The parties to the enclosed Partial Termination are:

ABN AMRO Bank N.V., - ASSIGNEE/DEBTOR/RELEASEE
as assignee of U.S. Bank National Association, (FOR INDEXING,
as assignee of State Street Bank and Trust MORTGAGOR/RELEASEE)
Company of Connecticut, National Association.
(together with its successors and assigns).
Suite 1500
208 South LaSalle Street
Chicago, IL 60604

Commerzbank Aktiengesellschaft, New York Branch - SECURED PARTY/RELEASOR
Collateral Agent, for itself and others. (FOR INDEXING
2 World Financial Center MORTGAGEL/RELEASOR)
New York, NY 10281-1050

The said Partial Termination, among other things, acts to terminate and release from the Memorandum of Security Agreement recorded under Recordation No. 23482, as amended/supplemented, ONLY those 154 cars listed in Schedule B of the Partial Termination and should be recorded under the next available letter under Recordation No. 23482, which letter we believe is "-H."

The units of equipment being released are ONLY the 154 cars listed in Schedule B (copy attached) to the Partial Termination.

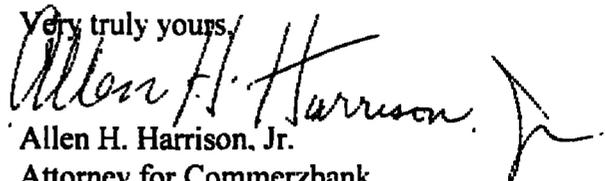
A short summary of the Partial Termination to appear in the Surface Transportation Board Index is as follows:

"Releases ONLY those 154 cars in Schedule B of the Partial Termination from the Memorandum of Security Agreement recorded under Recordation No. 23482, as amended/supplemented."

Enclosed is a check in the amount of thirty-four (\$34.00) dollars in payment of the filing fee.

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter from the Surface Transportation Board acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,



Allen H. Harrison, Jr.
Attorney for Commerzbank
Aktiengesellschaft, New York Branch,
for the purpose of this filing.

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

Enclosures

BY HAND

SCHEDULE B

Railcar Equipment Schedule

<u>CARMARK</u>	<u>CARMARK</u>	<u>CARMARK</u>	<u>CARMARK</u>
DOWX072000	DOWX072049	DOWX072099	DOWX072148
DOWX072001	DOWX072050	DOWX072100	DOWX072149
DOWX072002	DOWX072051	DOWX072101	DOWX072150
DOWX072003	DOWX072052	DOWX072102	DOWX072151
DOWX072004	DOWX072053	DOWX072103	DOWX072152
DOWX072005	DOWX072054	DOWX072104	DOWX072153
DOWX072006	DOWX072055	DOWX072105	DOWX072154
DOWX072007	DOWX072056	DOWX072106	
DOWX072008	DOWX072057	DOWX072107	
DOWX072009	DOWX072058	DOWX072108	
DOWX072010	DOWX072059	DOWX072109	
DOWX072011	DOWX072060	DOWX072110	
DOWX072012	DOWX072061	DOWX072111	
DOWX072013	DOWX072062	DOWX072112	
DOWX072014	DOWX072063	DOWX072113	
DOWX072015	DOWX072064	DOWX072114	
DOWX072016	DOWX072065	DOWX072115	
DOWX072017	DOWX072066	DOWX072116	
DOWX072018	DOWX072068	DOWX072117	
DOWX072019	DOWX072069	DOWX072118	
DOWX072020	DOWX072070	DOWX072119	
DOWX072021	DOWX072071	DOWX072120	
DOWX072022	DOWX072072	DOWX072121	
DOWX072023	DOWX072073	DOWX072122	
DOWX072024	DOWX072074	DOWX072123	
DOWX072025	DOWX072075	DOWX072124	
DOWX072026	DOWX072076	DOWX072125	
DOWX072027	DOWX072077	DOWX072126	
DOWX072028	DOWX072078	DOWX072127	
DOWX072029	DOWX072079	DOWX072128	
DOWX072030	DOWX072080	DOWX072129	
DOWX072031	DOWX072081	DOWX072130	
DOWX072032	DOWX072082	DOWX072131	
DOWX072033	DOWX072083	DOWX072132	
DOWX072034	DOWX072084	DOWX072133	
DOWX072035	DOWX072085	DOWX072134	
DOWX072036	DOWX072086	DOWX072135	
DOWX072037	DOWX072087	DOWX072136	
DOWX072038	DOWX072088	DOWX072137	
DOWX072039	DOWX072089	DOWX072138	
DOWX072040	DOWX072090	DOWX072139	
DOWX072041	DOWX072091	DOWX072140	
DOWX072042	DOWX072092	DOWX072141	
DOWX072043	DOWX072093	DOWX072142	
DOWX072044	DOWX072094	DOWX072143	
DOWX072045	DOWX072095	DOWX072144	
DOWX072046	DOWX072096	DOWX072145	
DOWX072047	DOWX072097	DOWX072146	
DOWX072048	DOWX072098	DOWX072147	

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SURFACE TRANSPORTATION BOARD

**PARTIAL TERMINATION AND RELEASE OF:
MEMORANDUM OF SECURITY AGREEMENT (U.S.), MEMORANDUM OF
AMENDMENT TO MEMORANDUM OF SECURITY AGREEMENT (U.S.)
(DOW 2001), SECURITY AGREEMENT SUPPLEMENTS NO.1 THROUGH NO.
5, AND AMENDMENT TO SECURITY AGREEMENT SUPPLEMENT NOS. 1
THROUGH 5, INCLUSIVE (DOW 2001)**

The undersigned, ABN AMRO Bank N.V., as assignee of U.S. Bank National Association, as assignee of State Street Bank and Trust Company of Connecticut, National Association, as "Lessor" and COMMERZBANK AKTIENGESELLSCHAFT, NEW YORK BRANCH, as "Secured Party" are parties to that certain Participation Agreement, dated as of May 4, 2001, as amended, including Section 5 thereof with the heading of "Security", such Section 5 the "Security Agreement", as supplemented by Security Agreement Supplement No. 1 dated May 10, 2001, Security Agreement Supplement No. 2 dated August 10, 2001, Security Agreement Supplement No. 3 dated November 13, 2001, Security Agreement Supplement No. 4 dated August 12, 2002, and Security Agreement Supplement No. 5 dated November 12, 2002, each such supplement as amended by that certain Amendment to Security Agreement Supplement Nos. 1 through 5, Inclusive (DOW 2001), each recorded with the Surface Transportation Board on the dates and under the recordation numbers set forth in **Schedule A** hereto, individually a "Security Agreement Supplement" and collectively the "Security Agreement Supplements", and are parties to that certain Memorandum of Security Agreement (U.S.), dated as of May 4, 2001, as recorded with the Surface Transportation Board on May 10, 2001 under recordation number 23482, as amended by that certain Memorandum of Amendment to Memorandum of Security Agreement (U.S.) (DOW 2001), dated as of June 19, 2003, as recorded with the Surface Transportation Board on June 23, 2003 under recordation number 23482-F, as amended, collectively the "Memorandum of Security Agreement", all with respect to the railcars identified on **Schedule B** hereto, the "Purchased Equipment", in addition to other railcars. The undersigned parties do hereby give notice of the partial termination of the Security Agreement, as provided under the terms of a certain Partial Termination and Release Agreement dated April 10, 2007.

Effective as of 5:00 p.m. EDT on the date hereof, with respect to the Purchased Equipment only, Secured Party does hereby release Lessor from each and all of its obligations and any claims and demands of every kind and nature, known and unknown, suspected and unsuspected, disclosed and undisclosed, related to the Purchased Equipment only, arising out of or in connection with the Security Agreement, the Memorandum of Security Agreement and each Security Agreement Supplement related thereto; provided, however, that as specified in the Partial Termination and Release Agreement, the Secured Party does not waive or release the Lessor from any obligations, claims or demands arising from indemnifications or liabilities contained in the Security

Agreement, Memorandum of Security Agreement or any Security Agreement Supplement related thereto and released above, which, by their respective terms, expressly survive the expiration or termination of the Security Agreement, the Memorandum of Security Agreement and the Security Agreement Supplements related thereto.

Except as expressly set forth herein, no amendment, modification or supplementation is being made to the Security Agreement, Memorandum of Security Agreement or any Security Agreement Supplement, and each of the Security Agreement, Memorandum of Security Agreement and each Security Agreement Supplement shall remain in full force and effect.

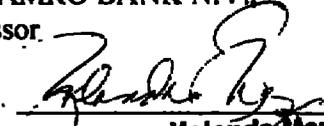
[Signature Page Follows]

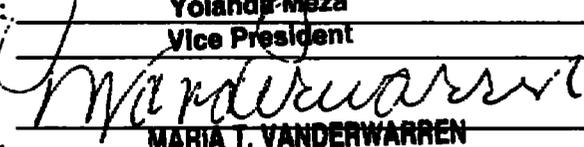
The parties hereto authorize the deposit of this instrument with the ~~Registrar~~ **General** to give effect to the foregoing.

SECURITY TRANSPORTATION
BOARD IN
ORDER

Dated: April 10, 2007

ABN AMRO BANK N.V.
as Lessor.

By: 
Name: Yolanda Meza
Title: Vice President

By: 
Name: MARIA T. VANDERWARREN
Title: ASSISTANT VICE PRESIDENT

COMMERZBANK AKTIENGESELLSCHAFT.
NEW YORK BRANCH,
as Secured Party

By: _____
Name: _____
Title: _____

The parties hereto authorize the recordation of this instrument with the Surface Transportation Board in order to give effect to the foregoing.

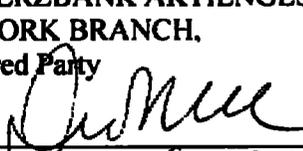
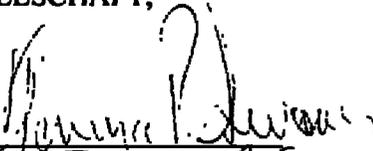
Dated: April 10, 2007

ABN AMRO BANK N.V.,
as Lessor

By: _____
Name: _____
Title: _____

By: _____
Name: _____
Title: _____

COMMERZBANK AKTIENGESELLSCHAFT,
NEW YORK BRANCH,
as Secured Party

By:  
Name: Jennifer Webb Lawrence P. Sweeney
Title: Asst Cashier Senior vice President

STATE OF)
) SS
COUNTY OF COOK)

On this 4th day of April, 2007, before me personally appeared in the City of Chicago, State of ILLINOIS, Yolanda Meza, to me personally known, who being by me duly sworn, says that she/he is the Vice President of ABN AMRO BANK N.V., that the foregoing instrument was signed and sealed on behalf of said corporation, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Yvette Styles
Notary Public

[NOTARIAL SEAL]



My commission expires: 08/23/2009

STATE OF)
COUNTY OF Cook) SS
)

On this 4th day of April 2007, before me personally appeared in the City of Chicago, State of ILLINOIS, Marla Vanderwarren, to me personally known, who being by me duly sworn, says that she/he is the Assistant Vice President of ABN AMRO BANK N.Y., that the foregoing instrument was signed and sealed on behalf of said corporation, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Yvette Styles
Notary Public

[NOTARIAL SEAL]



My commission expires: 08/23/2009

STATE OF NEW YORK)
) SS
COUNTY OF NEW YORK)

On this 6th day of April, 2007, before me personally appeared in the City of New York, State of New York, Terrence P. Sweeney and Jennifer O'Neill, to me personally known, who being by me duly sworn, say that they are the Senior Vice President and Assistant Cashier of Commerzbank AG New York Branch, that the foregoing instrument was signed and sealed on behalf of said corporation, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[NOTARIAL SEAL]


ASHLEY COLE
Notary Public, State of New York
No. 01CO8123807
Qualified in Kings County
Term Expires March 14, 2009

Certificate filed in New York County

My commission expires:

SCHEDULE A

Previously Recorded Security Agreement Supplements

Security Agreement Supplement Nos. 1 through 5 between the Lessor and Secured Party recorded with the Surface Transportation Board as follows:

<u>Supplement No.</u>	<u>Date Recorded</u>	<u>Recordation Number</u>
Security Agreement Supplement No. 1	May 10, 2001	23482-A
Security Agreement Supplement No. 2	August 10, 2001	23482-B
Security Agreement Supplement No. 3	November 13, 2001	23482-C
Security Agreement Supplement No. 4	August 12, 2002	23482-D
Security Agreement Supplement No. 5	November 12, 2002	23482-E

Amendment to Security Agreement Supplements Nos. 1 through 5, inclusive, recorded June 23, 2003 at Recordation Number 23482-G.

SCHEDULE B

Railcar Equipment Schedule

CARMARK
DOWX072000
DOWX072001
DOWX072002
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