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January 5, 1989

Ms. Noretta R. McGee
Secretary of the Interstate
Commerce Commission
Washington, D.C. 20423

RECORDATION NO. 12325-M

JAN 10 1989 - 4 55 PM

INTERSTATE COMMERCE COMMISSION

JAN 10 4 55 PM '89
NOTICE OF RECORDATION

Dear Ms. McGee:

Enclosed please find, for filing and recordation pursuant to Section 11303 of Title 49 of the United States Code six fully executed copies of the following document relating to certain railroad rolling stock as described herein, which should be included as part of the filing recorded on October 20, 1980 at 2:15 p.m., Recordation No. 12325 as the next available recordation number, being 12325-M:

this one is 12325-M

I. Document: Termination of Lease of Railroad Equipment dated as of December 29, 1988.

A. Parties: Lessor: RCC Railcar Leasing, Inc.
c/o MGC Leasing Corporation
666 5th Avenue
New York, New York 10103
Attn: Mr. Jim Kaylor

Trustee: Continental Illinois National Bank
and Trust Company of Chicago
30 North LaSalle Street
Chicago, Illinois 60693
Attn: Corporate Trust Department

B. Equipment: As described in Schedule A to the Lease filed under ICC Recordation Number 12325-H, recorded on November 21, 1986 at 11:15 a.m.

C. Lease Terminated: This document is a formal termination of a Lease of Railroad Equipment file under ICC Recordation Number 12325-H between Lessor and Cargill, Inc. ("Lessee") dated as of October 10, 1986 and terminated by mutual agreement of the parties as of May 15, 1987.

*Cargill
9/1/88*

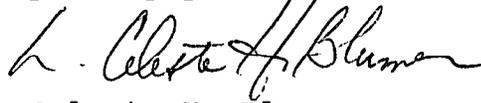
No. 9-011A011
Date JAN 10 1989
Fee \$ 13.00

ICC Washington, D. C.

Noreta R. McGee
January 5, 1989
Page Two

I respectfully request that the original of this document be recorded under the provisions of 49 U.S.C. Section 11303. A short summary for the Recordation Index for this document would be: "Termination of Lease of Railroad Equipment." I would also appreciate your stamping the additional copies of the document which are not required for your filing purposes and returning them to me together with the fee receipt, the letter from the ICC acknowledging the filing and the two extra copies of this transmittal letter. A check for the amount of \$13.00 is enclosed to cover the filing fees.

Very truly yours,



L. Celeste H. Blumer

Enclosures

LCHB:its

TERMINATION OF LEASE OF RAILROAD EQUIPMENT

12325-H
JAN 1 0 1989 .4 PM
INTERSTATE COMMERCE COMMISSION

THIS TERMINATION OF LEASE OF RAILROAD EQUIPMENT, dated as of December 29, 1988, by RCC Railcar Leasing, Inc., a Delaware corporation.

1. Recitals. RCC entered into a Lease Agreement dated as of October 10, 1986 (the "Lease") with Cargill Incorporated with respect to certain railroad cars described in the Lease (the "Cars"). The Lease was assigned by RCC as collateral security for the obligations of RCC under an Equipment Trust Agreement dated as of August 1, 1980 (the "Agreement") to Continental Illinois National Bank and Trust Company of Chicago ("Trustee") pursuant to an Assignment of Lease and Agreement dated as of October 10, 1986 (the "Trust Assignment"). The Lease and the Trust Assignment, are on file at the Interstate Commerce Commission ("ICC") under file numbers 12325-H and 12325-I, respectively, filed on November 21, 1986 at 11:15 a.m. and April 3, 1987 at 2:40 p.m., respectively.

Said Lease was terminated by mutual agreement of the parties on May 15, 1987 and there have been no further extensions or amendments of said Lease. The purpose of this Termination of Lease of Railroad Equipment is to provide a formal termination document for filing with the ICC.

2. Termination. The Lease is hereby formally terminated.

IN WITNESS WHEREOF, RCC pursuant to due authority, has executed this Termination of Lease of Railroad Equipment as of the date first above written.

RCC RAILCAR LEASING, INC.

By: [Signature]
Title: VP

Attest:

By: [Signature]
Title: Assistant Secretary

Consent:

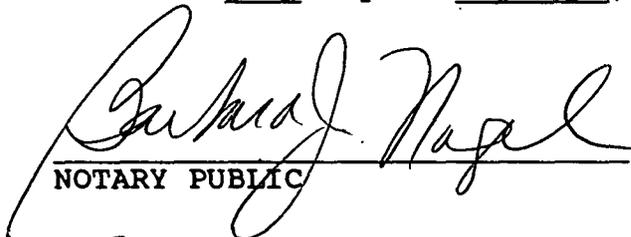
^{NATIONAL}
CONTINENTAL ILLINOIS BANK AND TRUST
COMPANY OF CHICAGO, as Trustee

By: [Signature]
Title: VICE PRESIDENT

STATE OF New York)
) ss.
COUNTY OF New York)

I, Barbara J. Nagel, a Notary Public in and for the state and county aforesaid, do hereby certify that Robert A. Ginzberg of RCC Railcar Leasing, Inc., a Delaware corporation, whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledge that he is a Vice President, he signed, sealed and delivered the aforesaid instrument and caused the corporate seal of said corporation to be affixed thereto, pursuant to authority of its Board of Directors, as his free and voluntary act and as the free and voluntary act and deed of said corporation for the uses and purposes therein set forth.

Given under by hand notarial seal this 22nd day of December, 1988.


NOTARY PUBLIC

My commission expires June 30, 1990

BARBARA J. NAGEL
NOTARY PUBLIC, State of New York
No. 4728839
Qualified in Suffolk County
Term Expires June 30, 1990

STATE OF ILLINOIS)
) ss.
COUNTY OF COOK)

I, LUCILLE ATKINS, a Notary Public in and for the state and county aforesaid, do hereby certify that J. C. MULL, JR., of Continental Illinois National Bank and Trust Company of Chicago, a national banking association, whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledge that he is a VICE PRESIDENT, he signed, ~~sealed and delivered the aforesaid instrument and caused the corporate seal of said corporation to be affixed thereto,~~ pursuant to authority of its Board of Directors, as his free and voluntary act and as the free and voluntary act and deed of said corporation for the uses and purposes therein set forth.

Given under by hand notarial seal this 27th day of DECEMBER, 1988.

Lucille Atkins LUCILLE ATKINS
NOTARY PUBLIC

My commission expires
MY COMMISSION EXPIRES 1-29-90