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RECORDATION NO. 123 25-L

JAN 10 1989 4 00 PM

TELECOPY
(415) 362-1010

INTERSTATE COMMERCE COMMISSION

January 5, 1989

TOO OFFICE OF
THE SECRETARY OF
JAN 10 4 43 PM '89
MOTOR OPERATING UNIT

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

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

Dear Ms. McGee:

ICC Washington, D. C.

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-L:

this one is 12325-L

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-A, recorded on October 20, 1980 at 2:15 p.m.

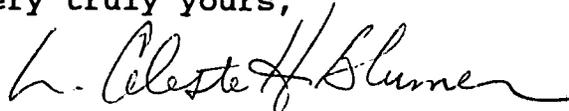
C. Lease Terminated: This document is a formal termination of a Lease of Railroad Equipment filed under ICC Recordation Number 12325-A between Amerigas, Inc. ("Amerigas") and North American Car Corporation ("Lessee") dated as of August 1, 1980, assigned by Amerigas to the Trustee and to AmeriLease, Inc. ("AmeriLease"), assigned by AmeriLease to the Lessor and rejected in the bankruptcy of the Lessee on July 3, 1986.

Handwritten signature and notes on the left margin.

Noreta R. McGee
January 5, 1989
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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

12325-5

JAN 1 1989 4 53 PM

INTERSTATE COMMERCE COMMISSION

TERMINATION OF LEASE OF RAILROAD EQUIPMENT

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

1. **Recitals:** Amerigas, Inc. ("Amerigas") entered into a Lease Agreement dated as of August 1, 1980 (the "Lease") with North American Car Corporation ("NACC") with respect to certain railroad cars described in the Lease (the "Cars"). The Lease was assigned by Amerigas as collateral security for the obligations of Amerigas 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 August 1, 1980 (the "Trust Assignment"). The Lease was assigned by Amerigas to AmeriLease, Inc. ("AmeriLease"), subject to the rights of the Trustee under the Trust Assignment, pursuant to an Assignment and Assumption Agreement dated as of March 31, 1983 (the "AmeriLease Assignment"). The Lease was assigned by AmeriLease to RCC, subject to the rights of the Trustee under the Trust Assignment, pursuant to an Assignment and Assumption Agreement dated as of September 23, 1986 (the "RCC Assignment"). The Lease, the Trust Assignment, the AmeriLease Assignment and the RCC Assignment are on file at the Interstate Commerce Commission ("ICC") under file numbers 12325-A, 12325-B, 12325-C and 12325-D respectively, filed on October 20, 1980 at 2:15 p.m., October 20, 1980 at 2:15 p.m., March 16, 1984 at 2:35 p.m. and October 3, 1986 at 2:20 p.m. respectively.

NACC entered into bankruptcy proceedings and rejected the Lease as of July 3, 1986, the Lease being thereby terminated. The purpose of this Termination of Lease Agreement 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: *Asst Secy*

Consent:

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

By: *[Signature]*

Title: *VICE PRESIDENT*

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~~