

**WEINER, BRODSKY, SIDMAN & KIDER**  
ATTORNEYS AT LAW

PROFESSIONAL CORPORATION

JAN 12 '99

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January 12, 1999

**BY HAND DELIVERY**

The Hon. Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, NW  
Washington, DC 20423-0001

\*NOT ADMITTED IN D.C.

Dear Secretary Williams:

I have enclosed two (2) originals of the document described below, to be recorded pursuant to Section 11301 of Title 49 of the United States Code.

This Lease Termination ("Termination") is a secondary document terminating a primary document recorded with the Surface Transportation Board ("Board") under recordation number 20925 (the "Lease").

The parties to the Lease and the Termination are as follows:

The Lessor under the Lease ("Lessor"): Residual Based Finance Corporation, 3 First National Plaza, Suite 777, Chicago, IL 60602, attention: Alex Kurland, by assignment from DJJ Transportation Services, Inc.

The Lessee under the Lease ("Lessee"): Montana Rail Link, Inc., 101 International Way, P.O. Box 8779, Missoula, Montana 59807-8779, attention: Dirk Cloninger.

Please index this Termination under each of the names listed above.

Included in the property covered by the Lease are two hundred (200), 1976 built, 70-ton, boxcars bearing reporting marks MRL 21400 - 21599, inclusive.

A fee of \$26.00 is enclosed pursuant to the schedule of filing fees appearing at 49 C.F.R. § 1002.2(f)(83). Please return the original and any extra copies not needed to:

*Counterparts -*

WEINER, BRODSKY, SIDMAN & KIDER, P.C.

Weiner, Brodsky, Sidman & Kider, P.C.  
1350 New York Avenue, N.W.  
Suite 800  
Washington, D.C. 20005-4797  
Attention: Michael W. Kardash

The Agreement should be indexed as follows:

Lease Termination terminating the lease of two hundred (200), 1976 built, 70-ton, boxcars bearing reporting marks MRL 21400-21599, inclusive, by Montana Rail Link, Inc. ("MRL") from Residual Based Finance Corporation pursuant to the purchase of said boxcars by MRL under the terms of said Lease.

If you have any questions or require any further information, please contact me at the phone number or address listed above. Thank you for your assistance.

Very truly yours,



Michael W. Kardash  
Weiner, Brodsky, Sidman &  
Kider, P.C.  
1350 New York Avenue, N.W.  
Suite 800  
Washington, D.C. 20005-4797

Attorney for:

Montana Rail Link, Inc.

Enclosures

JAN 12 '99

4-15 PM

## Lease Termination

This Lease Termination is entered into as of this 7th day of January, 1999 by and between Residual Based Finance Corporation and Montana Rail Link, Inc.

Whereas:

1. Montana Rail Link, Inc. and DJJ Transportation Services, Inc. entered into a Railroad Equipment Lease dated August 29, 1997 (hereinafter known as the "Lease"); a Memorandum of which was recorded on October 8, 1997 with the Surface Transportation Board, under Recordation No. 20925.
2. Residual Based Finance Corporation purchased said Lease and related equipment, identified more fully on the attached Exhibit A, on October 7, 1997.
3. Montana Rail Link, Inc. has exercised its option to purchase the subject equipment.

For and in consideration of good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the undersigned agree as follows:

1. The Lease is hereby terminated.
2. Notwithstanding this termination, provision 13(e) of the Lease shall remain in force.

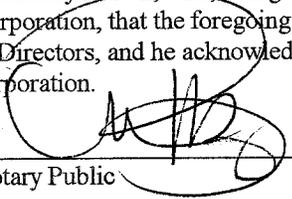
IN WITNESS WHEREOF, the parties have agreed to the foregoing and caused this termination to be executed as of the date and year first written above.

  
Residual Based Finance Corporation

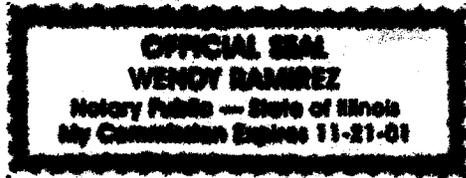
  
Montana Rail Link, Inc.

STATE OF ILLINOIS )  
 )SS  
COUNTY OF COOK )

On this 7<sup>th</sup> day of JANUARY 1999, before me personally appeared VINCENT A. KOLBER to me personally known, who, being by me duly sworn, says that he is PRESIDENT of Residual Based Finance Corporation, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
Notary Public

My commission expires: 11-21-01



STATE OF MONTANA )  
 ) SS  
COUNTY OF Missoula )

On this 11<sup>th</sup> day of January, 1999, before me personally appeared Thomas Walsh to me personally known, who, being by me duly sworn, did say that he is the CEO of Montana Rail Link, Inc., a Montana corporation, and that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the City and State aforesaid, the day and year first above written.

  
\_\_\_\_\_  
Notary Public

JEAN S. LADER  
NOTARY PUBLIC FOR THE STATE OF MONTANA  
MONTANA  
MY COMMISSION EXPIRES 11-21-01

(Seal)

## EXHIBIT A

### DESCRIPTION OF EQUIPMENT

Two hundred (200), 1976 built, 70-ton, boxcars bearing reporting marks as follows:

MRL 21400 - 21599, inclusive