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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

RECORDATION NO. 17530-A FILED 1425

AUG 3 0 1994 -12 00 PM

INTERSTATE COMMERCE COMMISSION

August 29, 1994

Mr. Vernon A. Williams
Acting Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) copies of a Lease Termination Notice and Release (Partial), dated as of August 29, 1994, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to the leases and collateral assignments previously filed with the Commission under one of the following Recordation Numbers: 17530, 17531, 17532 and 17533.

The names and addresses of the parties to the enclosed document are:

Lessor/Assignee	:	General Electric Railcar Leasing Services Corporation 33 West Monroe Street Chicago, Illinois 60603
Lessee/Assignee	:	Northbrook Rail Corporation 2025 S. Arlington Heights Road Arlington Heights, Illinois 60005

A description of the railroad equipment covered by the enclosed document is attached to the aforesaid Notice as Exhibit A.

Edward M. Lewis

Also enclosed is a check in the amount of $18.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

Robert W. Alvord

RWA/bg
Enclosures

CORPORATION NO. 17530-A FILED 1425

AUG 3 0 1994 -12 00 PM

INTERSTATE COMMERCE COMMISSION

District of Columbia : SS

I, ROBERT W. ALVORD, being duly sworn, do hereby certify that the attached "Lease Termination Notice and Release (Partial)," dated as of August 29, 1994 between General Electric Railcar Services Corporation and Northbrook Rail Corporation consisting of seven (7) pages, is a true and complete copy of the original thereof.

ROBERT W. ALVORD

Subscribed and sworn to before me this 30th day of August, 1994.

NOTARY PUBLIC, D.C.

My Commission expires:

7-14-98

LEASE TERMINATION NOTICE AND RELEASE (PARTIAL)

The undersigned parties, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, give notice that the Agreements referred to in items 1, 3 and 4 (duly filed and recorded in the public records of the Interstate Commerce Commission ("ICC") as indicated below) have been terminated and released with respect to the 696 railcars bearing NAHX and UMP reporting marks and road numbers identified on the attached Exhibit A and the Agreements referred to in items 2 and 5 (duly filed and recorded in the public records of the ICC as indicated below) have been terminated and released in full, all as of the 19th day of August, 1994:

	Agreement	ICC Recordation Number
1.	Memorandum of Lease dated as of September 12, 1991	17530
2.	Memorandum of Collateral Assignment and Security Agreement dated as of September 12, 1991	17531
3.	Memorandum of Lease dated as of September 12, 1991	17532
4.	Memorandum of Assignment dated September 12, 1994	17532-A
5.	Memorandum of Collateral Assignment and Security Agreement dated September 12, 1991	17533

The aforesaid Agreements referred to in items 1, 3 and 4 shall remain in full force and effect with respect to any railcars not identified on the attached Exhibit A.

RECORDATION NO. 17530-A FILED 1425

AUG 3 0 1994 -12 00 PM

VPKK-002/27811.V1. 08/19/94

IN WITNESS WHEREOF, each of the undersigned parties has caused this notice and release to be executed by a duly authorized officer as of the 29th day of August, 1994.

GENERAL ELECTRIC RAILCAR SERVICES CORPORATION (F/K/A GENERAL ELECTRIC RAILCAR LEASING SERVICES CORPORATION)

By: _____
Title:

NORTHBROOK RAIL CORPORATION

By: _____
Title: Executive Vice President

STATE OF)
) ss.
COUNTY)

On this 24th day of August, 1994, before me personally appeared Robert D. Tucker, to me personally known who, being by me duly sworn, says that he is Executive V.P. Business Dev of General Electric Railcar Services Corporation, that the foregoing instrument was signed on behalf of said company 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 company.

" OFFICIAL SEAL "
LAURA M. O'BRIEN
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 1/18/95

Laura M O'Brien
Notary Public

My commission expires 1/18/95

STATE OF Illinois)
) ss.
COUNTY Cook)

On this 29th day of August, 1994, before me personally appeared Gerald L. Kilcoyne, to me personally known who, being by me duly sworn, says that he is Executive Vice President of Northbrook Rail Corporation, that the foregoing instrument was signed on behalf of said company 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 company.

Carmen Palka
Notary Public

My commission expires

" OFFICIAL SEAL "
CARMEN M. PALKA
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 11/28/94

EXHIBIT A

CARI	CARNUM
NAHX	478901
	478906
	478911
	478918
	478942
	479018
	479034
	479060
	479140
	479152
	479171
	479180
	479201
	479217
	479224
	479237
	479252
	479256
	479260
	479275
	479288
	479302

CARI	CARNUM
UMP	009012
	009022
	009023
	009028
	009030
	009031
	009033
	009034
	009041
	009047
	009049
	009121
	009123
	009124
	009132
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	009140
	019010
	019015
	019018
	019020
	019024
	019026
	019027
	044538
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	046109
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	046123
	046129
	046137
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	046183
	046185
	046215
	046218
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	046225
	046226
	046227
	046230
	046237
	046238

CARI	CARNUM
UMP	046239
	046241
	046243
	046245
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	049422
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	049484
	049496
	049715
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	050327
	050348

CARI	CARNUM
UMP	050359
	050369
	050382
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	050417
	050418
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	052900

CARI	CARNUM
UMP	052904
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	052930
	052931
	052945
	052961
	052963
	052970
	052976
	052998
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	054396
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	054612
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CARI	CARNUM
UMP	054624
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	054670
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	056190

CARI	CARNUM	CARI	CARNUM	CARI	CARNUM	CARI	CARNUM	CARI	CARNUM	CARI	CARNUM
UMP	056191	UMP	057361	UMP	479029	UMP	479290	UMP	480315	UMP	480824
	056193		057366		479036		479291		480316		481122
	056194		057368		479037		479293		480318		481125
	056195		057370		479045		479295		480320		481137
	056196		057395		479047		479301		480322		481138
	056198		057509		479052		479303		480323		481139
	056199		057510		479059		479305		480324		482115
	056201		057511		479062		479312		480326		482138
	056202		300133		479069		479314		480327		482185
	056203		300135		479070		479317		480328		482188
	056204		300140		479082		479320		480329		482189
	056205		300161		479084		479322		480360		482507
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	056207		300198		479144		479334		480364		482518
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	056209		475010		479157		479353		480650		482529
	056210		475012		479158		479360		480652		482535
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	056212		475026		479164		479362		480655		482541
	056213		475076		479169		479366		480656		482543
	056214		475105		479170		479372		480657		482545
	056216		475150		479183		479373		480701		482548
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	056222		475485		479200		479623		480712		482585
	056223		475514		479205		479687		480713		482586
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	056231		478909		479225		480170		480721		483160
	056232		478916		479232		480183		480722		483161
	056487		478933		479238		480185		480725		483164
	056631		478936		479240		480187		480726		483167
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	057324		478946		479242		480192		480731		483172
	057326		478950		479245		480193		480736		483174
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	057352		479014		479277		480308		480802		483200
	057353		479019		479281		480310		480804		483202
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CARI	CARNUM
UMP	483207
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	489338
	489390
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	489403
	489404

CARI	CARNUM
UMP	489408
	489409
	489411
	489413
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CARI	CARNUM
UMP	800355
	800361
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	800691
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696 rows selected.