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RECORDATION NO. 9782-D  
FILED IN 1100

October 20, 1994

OCT 20 1994-3 35 PM

RECORDATION NO. 9782-C FILED IN 1100

OCT 20 1994-3 35 PM

INTERSTATE COMMERCE COMMISSION

**Louis E. Gitomer**  
Direct Dial: (202)466-6532

Honorable Vernon A. Williams  
Acting Secretary  
Interstate Commerce Commission  
Washington, DC 20423

Dear Secretary Williams:

I have enclosed two originals and two certified copies of the first document described below, and two originals and six certified copies of the second document described below, both to be recorded pursuant to 49 U.S.C. § 11303.

I. The first document is a Partial Lease and Lien Termination Instrument, dated October 7, 1994, a secondary document. The primary documents to which this document is connected are recorded under Recordation Nos. 9782 and 10853. We request that the Partial Lease and Lien Termination Instrument be recorded under Recordation Nos. 9782-C and 10853-E.

The names and addresses of the parties to the Partial Lease and Lien Termination Instrument are as follows:

Lessor:

GATX Third Aircraft Corporation  
Four Embarcadero Center, Suite 2200  
San Francisco, CA 94111

Lessee:

GE Railcar Services Corporation  
105 West Madison, 18th Floor  
Chicago, IL 60603

A description of the equipment covered by the Partial Lease and Lien Termination Instrument consists of 50 boxcars numbered CV 600150-600199, inclusive.

*Vertical handwritten signature: Louis E. Gitomer*

Vertical stamps:  
LICENSING DIVISION  
OCT 20 3 26 PM '94  
OFFICE OF THE SECRETARY

Honorable Vernon A. Williams  
October 20, 1994  
Page 2

II. The second document is a Bill of Sale, dated October 7, 1994, a secondary document. The primary documents to which this document is connected are recorded under Recordation Nos. 9782, 10853, 10854, and 17794. We request that the Bill of Sale be recorded under Recordation Nos. 9782-D, 10853-F, 10854-D, and 17794-B.

The name and address of the party to the Bill of Sale is as follows:

Seller:

GATX Third Aircraft Corporation  
Four Embarcadero Center, Suite 2200  
San Francisco, CA 94111

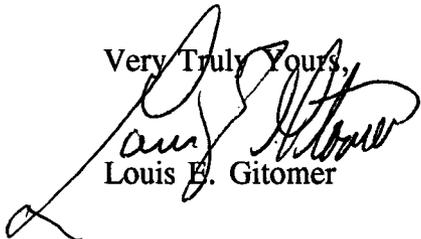
A description of the equipment covered by the Bill of Sale consists of 50 boxcars numbered CV 600150-600199, inclusive.

A fee of \$126.00 is enclosed. Please return the originals and two certified copies to:

Louis E. Gitomer  
Of Counsel  
Ball, Janik & Novack  
Suite 1035  
1101 Pennsylvania Avenue, N.W.  
Washington, DC 20004

A short summary of the documents to appear in the index follows: (1) a Partial Lease and Lien Termination Instrument between GATX Third Aircraft Corporation, Four Embarcadero Center, Suite 2200, San Francisco, CA 94111, and GE Railcar Services Corporation, 105 West Madison, 18th Floor, Chicago, IL 60603; and (2) a Bill of Sale from GATX Third Aircraft Corporation, Four Embarcadero Center, Suite 2200, San Francisco, CA 94111; both covering 50 boxcars numbered CV 600150-600199, inclusive.

Very Truly Yours,

  
Louis E. Gitomer

Enclosures

Interstate Commerce Commission  
Washington, D.C. 20423

10/20/94

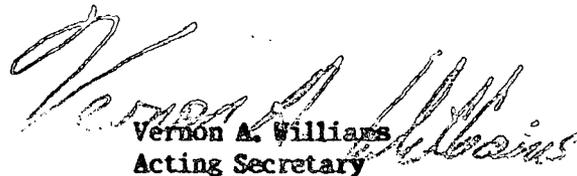
OFFICE OF THE SECRETARY

Louis E. Gitomer  
Ball, Janik & Novack  
1101 Pennsylvania Ave.Nw., Ste.1035  
Washington, DC 20004

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/20/94 at 3:35PM, and assigned recordation number(s). 9782-C and D, 10853-E and F, 10854-D and 17794-B.

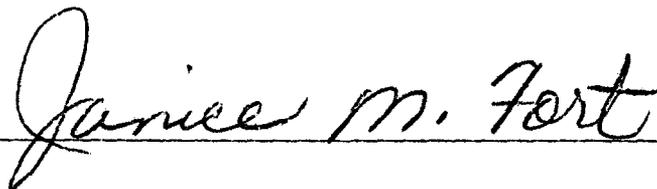
Sincerely yours,

  
Vernon A. Williams  
Acting Secretary

Enclosure(s)

\$ 125.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

  
Janice M. Fort

RECORDATION NO. 9782-C FILED 1425

OCT 20 1994-3 35 PM

**PARTIAL LEASE  
and  
LIEN TERMINATION INSTRUMENT** INTERSTATE COMMERCE COMMISSION

The undersigned hereby certify that each of (i) the Equipment Lease Agreement, dated as of October 16, 1978 (the "Lease"), between **GATX THIRD AIRCRAFT CORPORATION** ("GATX"), as lessor, and **GENERAL ELECTRIC RAILCAR SERVICES CORPORATION** (as successor to Rex Railways, Inc.) ("GE Rail"), as lessee, recorded by the Interstate Commerce Commission ("ICC") on October 19, 1978, under Recordation Number 9782, as amended by Amendment No. 1 to Equipment Lease Agreement, dated as of September 10, 1979, recorded by the ICC on September 28, 1979, under Recordation Number 9782-A (collectively, the "Lease"), and (ii) the Assignment of Lease, dated October 16, 1979, recorded by the ICC on September 28, 1979, under Recordation Number 10853-C (the "Assignment") is hereby terminated with respect to the 50 boxcars described on Exhibit A hereto (the "Units") and that the Units are no longer subject to the terms of the Lease. The undersigned hereby further certify that the Lease and the Assignment shall continue in full force and effect with respect to the remaining 10 railcars subject thereto.

This Partial Termination Instrument is solely for the purpose of releasing the Units from the Lease and the Assignment and is without prejudice to any continuing rights and obligations of the parties under the Lease, as amended, or the Assignment.

Dated: October 7, 1994.

**GATX THIRD AIRCRAFT CORPORATION**

By: \_\_\_\_\_

Its: \_\_\_\_\_

**GENERAL ELECTRIC RAILCAR SERVICES CORPORATION**

By: [Signature]  
Its: Senior Vice President - Finance

PARTIAL LEASE  
and  
LIEN TERMINATION INSTRUMENT

The undersigned hereby certify that each of (i) the Equipment Lease Agreement, dated as of October 16, 1978 (the "Lease"), between **GATX THIRD AIRCRAFT CORPORATION** ("GATX"), as lessor, and **GENERAL ELECTRIC RAILCAR SERVICES CORPORATION** (as successor to Rex Railways, Inc.) ("GE Rail"), as lessee, recorded by the Interstate Commerce Commission ("ICC") on October 19, 1978, under Recordation Number 9782, as amended by Amendment No. 1 to Equipment Lease Agreement, dated as of September 10, 1979, recorded by the ICC on September 28, 1979, under Recordation Number 9782-A (collectively, the "Lease"), and (ii) the Assignment of Lease, dated October 16, 1979, recorded by the ICC on September 28, 1979, under Recordation Number 10853-C (the "Assignment") is hereby terminated with respect to the 50 boxcars described on Exhibit A hereto (the "Units") and that the Units are no longer subject to the terms of the Lease. The undersigned hereby further certify that the Lease and the Assignment shall continue in full force and effect with respect to the remaining 10 railcars subject thereto.

This Partial Termination Instrument is solely for the purpose of releasing the Units from the Lease and the Assignment and is without prejudice to any continuing rights and obligations of the parties under the Lease, as amended, or the Assignment.

Dated: Oct. 7, 1994.

**GATX THIRD AIRCRAFT CORPORATION**

By: Thomas P. Need

Its: VICE PRESIDENT

**GENERAL ELECTRIC RAILCAR  
SERVICES CORPORATION**

By: \_\_\_\_\_  
Its: \_\_\_\_\_

State of )  
County of )

On \_\_\_\_\_ before me, \_\_\_\_\_, Notary Public, personally appeared \_\_\_\_\_, personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.

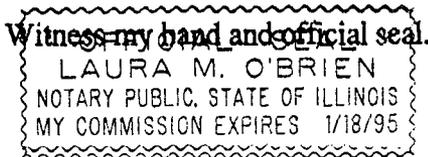
\_\_\_\_\_  
Notary Public

Capacity Claimed by Signer:

Individual  Corporate Officer \_\_\_\_\_ Partner  Limited  
 Attorney-in-fact  Trustee \_\_\_\_\_ Title(s)  General  
 Other \_\_\_\_\_  
Signer is Representing \_\_\_\_\_

State of Illinois )  
County of Cook )

On \_\_\_\_\_ before me, Laura O'Brien, Notary Public, personally appeared Ted F. Weiland, personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.



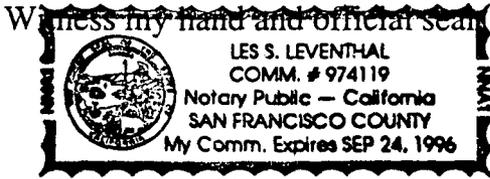
Laura M O'Brien  
Notary Public

Capacity Claimed by Signer:

Individual  Corporate Officer \_\_\_\_\_ Partner  Limited  
 Attorney-in-fact  Trustee \_\_\_\_\_ Title(s)  General  
 Other \_\_\_\_\_  
Signer is Representing \_\_\_\_\_

State of California )  
County of San Francisco )

On October 7, 1994 before me, Les S. Leventhal, Notary Public, personally appeared Thomas C. Wood, personally known to me ~~or proved to me on the basis of satisfactory evidence~~ to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.



Les S. Leventhal  
Notary Public

Capacity Claimed by Signer:  
 Individual  Corporate Officer Vice President  Partner  Limited  
 Attorney-in-fact  Trustee  Title(s)  General  
 Other \_\_\_\_\_  
Signer is Representing GATX Third Aircraft Corporation

State of Illinois )  
County of )

On \_\_\_\_\_ before me, \_\_\_\_\_, Notary Public, personally appeared \_\_\_\_\_, personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.

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

Capacity Claimed by Signer:  
 Individual  Corporate Officer \_\_\_\_\_  Partner  Limited  
 Attorney-in-fact  Trustee  Title(s)  General  
 Other \_\_\_\_\_  
Signer is Representing \_\_\_\_\_

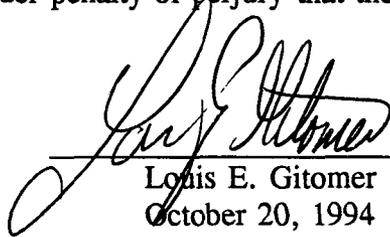
**Exhibit A**  
**to**  
**Partial Lease Termination Instrument**  
**Description of Equipment**

The Units consists of the boxcars bearing the following road numbers:

CV 600150 - 600199, inclusive

**CERTIFICATION**

I, LOUIS E. GITOMER, have compared this copy to the original Bill of Sale, dated October 7, 1994, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.

  
\_\_\_\_\_  
Louis E. Gitomer  
October 20, 1994