

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
918 SIXTEENTH STREET, N.W.  
SUITE 200  
WASHINGTON, D.C.

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

20006-2973

OF COUNSEL  
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

*File*  
April 9, 1996

RECORDATION NUMBER 12027-X  
APR 9 - 1996 - 3:30 PM  
INTERSTATE COMMERCE COMMISSION

*Counter Part*  
Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), and the regulations thereunder, are two (2) copies of a Termination of Lease Agreement, dated as of March 28, 1996, a secondary document as defined in the Commission's Rules for the Recordation of Documents.

The enclosed document relates to Equipment Lease Agreement which was previously filed with the Commission under Recordation Number 12027.

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

Lessor: United States Trust Company of New York  
114 West 47th Street  
New York, New York 10006

Lessee: XLI, Inc. (formerly XTRA Leasing Inc.)  
60 State Street  
Boston, Massachusetts 02109

For a description of the railroad equipment covered by the enclosed document, refer to the Revised Schedule A attached the Lease Extension Agreement duly filed with the Board on March 29, 1996 under Recordation Number 12027-W.

INTERSTATE COMMERCE  
COMMISSION  
RECEIVED  
APR 9 3 27 PM '96

Mr. Vernon A. Williams  
April 9, 1996  
Page 2

Also enclosed is a check in the amount of \$21.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

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

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/bg  
Enclosures

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001

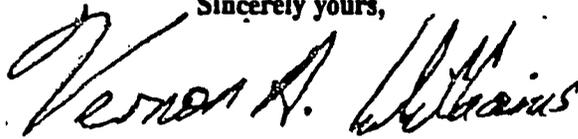
4/9/96

Robert Alvord  
Alvord And Alvord  
918 Sixteenth St., NW., Ste.200  
Washington, DC., 20006-2973

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 4/8/96 at 3:30PM, and assigned recordation number(s). 12027-X and 15505-B.

Sincerely yours,

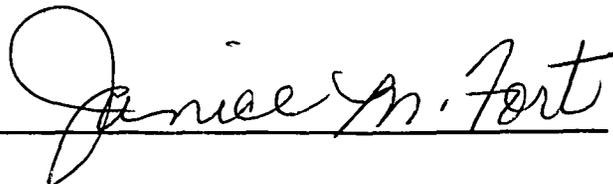


Vernon A. Williams  
Secretary

Enclosure(s)

\$ 42.00 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



TERMINATION OF LEASE AGREEMENT

This Termination of Lease Agreement (hereinafter called this "Termination"), by and between UNITED STATES TRUST COMPANY OF NEW YORK, a New York Corporation, not in its individual capacity but solely as trustee (hereinafter called the "Lessor") under that certain Amended Trust Agreement dated as of June 15, 1980, as amended and restated by the Amended and Restated Trust Agreement dated as of February 2, 1981, with General Electric Credit Corporation, now known as General Electric Capital Corporation, and ~~XED INC.~~ formerly known as XTRA LEASING, INC., a Delaware corporation (hereinafter called the "Lessee").

12027-X  
FILED 1428

APR 9 - 1996 - 3 30 PM

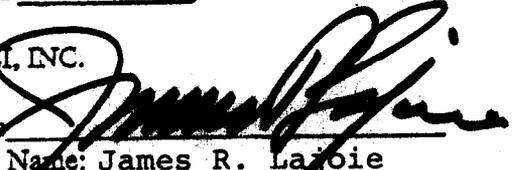
The Lessor and the Lessee do hereby agree and stipulate that the Equipment Lease Agreement dated as of July 1, 1980, as amended or supplemented by the Lease Extension Agreement dated as of February 5, 1996 (hereinafter, together with all amendments and supplements thereto, referred to as the "Lease"), which Lease was filed and recorded with the Interstate Commerce Commission pursuant to Section 11303 of Title 49 of the United States Code on July 23, 1980, at 8:50 a.m. under recordation number 12027, between the Lessor and Lessee is hereby released, relinquished and terminated; provided, however, nothing contained in this Termination shall release, relinquish or terminate any obligations or indemnities of the Lessee contained in the Lease or in the Participation Agreement (as defined in the Lease) or in the other Operative Documents (as defined in the Participation Agreement), to the extent such Lease, Participation Agreement, Operative Document, or any agreement made in connection with the foregoing provides for the survival of such obligations, rights and indemnities beyond the expiration or termination of such Lease, Participation Agreement and Operative Document.

*Just*

This termination may be executed in one or more counterparts, each of which shall be deemed to be an original but all of which together shall be deemed to be one and the same investment.

Executed as of this 28th day of March, 1996.

XED, INC.

By: 

Name: James R. LaJoie  
Title: Vice President, General Counsel  
& Secretary

[Corporate Seal]

Attest: 

UNITED STATES TRUST COMPANY OF  
NEW YORK, AS TRUSTEE

[Corporate Seal]

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

Attest:  
\_\_\_\_\_

STATE OF MASSACHUSETTS )  
 ) SS:  
COUNTY OF SUFFOLK )

On this 28th day of March, 1996, before me personally appeared James R. Lajoie, to me personally known, who, being by me duly sworn, says that he is the Vice President, General Counsel and Secretary of XLI, INC, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said 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 and act and deed of said corporation.



Notary Public

[SEAL]  
My Commission Expires: November 10, 2000

STATE OF NEW YORK )  
 ) SS:  
COUNTY OF NEW YORK )

On this \_\_\_\_\_ day of \_\_\_\_\_, 1996, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, says that (s)he is \_\_\_\_\_ of UNITED STATES TRUST COMPANY OF NEW YORK, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

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

[SEAL]  
My Commission Expires:

TERMINATION OF LEASE AGREEMENT

This Termination of Lease Agreement (hereinafter called this "Termination"), by and between UNITED STATES TRUST COMPANY OF NEW YORK, a New York Corporation, not in its individual capacity but solely as trustee (hereinafter called the "Lessor") under that certain Amended Trust Agreement dated as of June 15, 1980, as amended and restated by the Amended and Restated Trust Agreement dated as of February 2, 1981, with General Electric Credit Corporation, now known as General Electric Capital Corporation, and XLI INC., formerly known as XTRA LEASING, INC., a Delaware corporation (hereinafter called the "Lessee").

The Lessor and the Lessee do hereby agree and stipulate that the Equipment Lease Agreement dated as of July 1, 1980, as amended or supplemented by the Lease Extension Agreement dated as of February 5, 1996 (hereinafter, together with all amendments and supplements thereto, referred to as the "Lease"), which Lease was filed and recorded with the Interstate Commerce Commission pursuant to Section 11303 of Title 49 of the United States Code on July 23, 1980, at 8:50 a.m. under recordation number 12017, between the Lessor and Lessee is hereby released, relinquished and terminated; provided, however, nothing contained in this Termination shall release, relinquish or terminate any obligations or indemnities of the Lessee contained in the Lease or in the Participation Agreement (as defined in the Lease) or in the other Operative Documents (as defined in the Participation Agreement), to the extent such Lease, Participation Agreement, Operative Document, or any agreement made in connection with the foregoing provides for the survival of such obligations, rights and indemnities beyond the expiration or termination of such Lease, Participation Agreement and Operative Document.

*Part 1*

This termination may be executed in one or more counterparts, each of which shall be deemed to be an original but all of which together shall be deemed to be one and the same investment.

Executed as of this \_\_\_\_\_ day of \_\_\_\_\_, 1996.

XLI, INC.

[Corporate Seal]

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

Name:

Attest:

Title:

\_\_\_\_\_

UNITED STATES TRUST COMPANY OF  
NEW YORK, AS TRUSTEE

[Corporate Seal]

By: *[Signature]*

Attest: *M. Miesnikowski*

STATE OF MASSACHUSETTS )  
 ) SS:  
COUNTY OF SUFFOLK )

On this \_\_\_\_\_ day of \_\_\_\_\_, 1996, before me personally appeared Michael J. Saja, to me personally know, who, being by me duly sworn, says that he is the Vice President and Chief Financial Officer of XLI, INC, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said 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 and act and deed of said corporation.

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

[SEAL]

My Commission Expires: \_\_\_\_\_

STATE OF NEW YORK )  
 ) SS:  
COUNTY OF NEW YORK )

On this 29<sup>th</sup> day of March, 1996, before me personally appeared LOUIS P. YOUNG, to me personally known, who, being by me duly sworn, says that (s)he is VICE PRESIDENT of UNITED STATES TRUST COMPANY OF NEW YORK, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Christine C Collins*  
\_\_\_\_\_  
Notary Public

[SEAL]

My Commission Expires: \_\_\_\_\_

CHRISTINE C. COLLINS  
Notary Public, State of New York  
No. 03-4624735  
Qualified in Bronx County  
Commission Expires March 30, 1998