

RECORDATION NO. 12380-C FILED 1923

CERTIFICATE

DEC 28 1994 -11 40 AM

INTERSTATE COMMERCE COMMISSION

I, Peter J. Falconer, attorney for Illinois Central Railroad Company, hereby certify that I have compared the attached photocopy of the Termination of Assignment of Lease and Agreement dated as of December 20, 1994, made by Chemical Bank New Jersey, N.A. and NationsBank of South Carolina, N.A. to the original of such document and further certify that the attached photocopy is a true and complete copy of such document.

  
Peter J. Falconer

STATE OF ILLINOIS     )  
  )  
COUNTY OF COOK     )

I, the undersigned, a Notary Public in the State and County aforesaid, **DO HEREBY CERTIFY** that Peter J. Falconer, personally known to me to be the same person whose name is subscribed to the foregoing certificate appeared before me this day in person, and acknowledged that he signed the said certificate as his free and voluntary act, for the uses and purposes therein set forth.

Given under my hand and official seal this 27th day of December, 1994.

Susan L. Meck  
Notary Public

Impress seal below:

~~~~~  
"OFFICIAL SEAL"  
Susan L. Meck  
Notary Public, State of Illinois  
My Commission Expires 8/28/97  
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TERMINATION OF ASSIGNMENT OF LEASE AND AGREEMENT

DEC 28 1994 - 11 40 AM

THIS TERMINATION OF ASSIGNMENT OF LEASE AND AGREEMENT is made as of December 20, 1994, by Chemical Bank New Jersey, National Association, a national banking association, successor by merger to Princeton Bank and Trust Company, National Association ("Lessor"), and Nations Bank of South Carolina, NA, formerly known as Citizens and Southern National Bank and Trust Company ("Agent").

WITNESSETH:

WHEREAS, Lessor leased the boxcars more fully described on Schedule 1 attached hereto (the "Units") to Illinois Gulf Central Railroad Company ("Purchaser") pursuant to that certain Lease of Railroad Equipment (ICC Recordation No. 12380.) dated as of August 1, 1980 (the "Lease"), between Lessor and Purchaser; and

WHEREAS, in order to provide security for the obligations of the Lessor under the Security Documentation, as such term is defined in the Conditional Sales Agreement, the Lessor assigned its rights, in, to and under the Lease to the Agent; and

WHEREAS, the duties and obligations of the parties to the Assignment of Lease and Agreement ( ICC Recordation No. 12380-A) have been satisfied and discharged;

NOW, THEREFORE, in consideration of the promises and covenants in the documents set forth above by reference, and for other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and with authority to issue and execute this document, intending to be legally bound, and recognizing the need to officially terminate the Assignment of Lease and Agreement in the files of the Interstate Commerce Commission, Lessor and Agent hereby terminate and cancel the Assignment of Lease and Agreement and release each party from its obligations and liabilities thereunder effective as of the date herein first written above.

IN WITNESS WHEREOF, the parties hereto have caused this Termination of Assignment of Lease Agreement to be duly executed as of the date hereinabove first written.

CHEMICAL BANK NEW JERSEY,  
NATIONAL ASSOCIATION

By: Vincent J. Mounch

Title: SVP & CONTROLLER

NATIONS BANK OF SOUTH CAROLINA, NA

By: Nan L Black

Title: Assistant Vice President

STATE OF NEW JERSEY )

COUNTY OF MIDDLESEX )

On this 20th day of December, 1994, before me personally appeared the within named Vincent J. O'Connor, to me personally known, who, being by me duly sworn, says that he is Senior Vice President and Controller of Chemical Bank New Jersey, N.A., that the foregoing instrument was signed on behalf of said national banking association by authority of its Senior Vice President and Controller and he acknowledged that the execution of the foregoing instrument was the free act and deed of said national banking association.

  
Notary Public

[Notary Seal]

My Commission Expires:

**ROSABELLE K. ABEND**  
A Notary Public of New Jersey  
My Commission Expires Dec. 11, 1997

STATE OF South Carolina )  
COUNTY OF Greenville ) ss:

On this 20th day of December, 1994, before me personally appeared the within named Van L. Black, to me personally known, who, being by me duly sworn, says that (s)he is Assistant Vice President of Nationsbank of South Carolina, that the foregoing instrument was signed on behalf of said national banking association 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 national banking association.

David L. Libtard  
Notary Public

[Notary Seal]

My commission expires: 11-19-2000