

Piper Rudnick

RECORDATION NO. 24383-B FILED
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OCT 15 '04 2:12 PM

SURFACE TRANSPORTATION BOARD

SUSAN G. LICHTENFELD
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October 14, 2004

Mr. Vernon A. Williams
Secretary
Office of the Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423



Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are one executed original and two photostatic copies of the Termination of Sublease Assignment Agreement, dated as of September 30, 2004 (the "Termination") between JAIX Leasing Company, as assignor, and C.I.T. Leasing Corporation, as assignee, which Termination is a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents. The enclosed Termination relates to that certain Memorandum of Sublease Assignment Agreement, dated as of April 1, 2003, relating to that certain Full Service Railcar Equipment Lease dated as of April 1, 2003, between JAIX Leasing Company, as lessor, and NRG Power Marketing Inc., as lessee, which was previously filed as a primary document with the Surface Transportation Board on April 3, 2003, and assigned recordation number 24383-B.

The names and address of the parties to the enclosed Termination are:

Assignor: JAIX Leasing Company
Two North Riverside Plaza
Suite 1250
Chicago, IL 60606

Assignee: C.I.T. Leasing Corporation
1211 Avenue of the Americas
21st Floor
New York, NY 10036

A description of the railroad equipment covered by the enclosed document is set forth in Schedule 1 to the Termination.

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Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return two stamped photostatic copies of the Termination and the stamped photostatic copy of this letter to Susan G. Lichtenfeld at Piper Rudnick LLP, 203 North LaSalle Street, Suite 1800, Chicago, Illinois 60601.

Following is a short summary of the enclosed document:

Secondary Document to be Recorded

Termination of Sublease Assignment Agreement, dated as of September 30, 2004, between JAIX Leasing Company, as assignor and C.I.T. Leasing Corporation, as assignee.

Document to Which the Secondary Document Relates

Memorandum of Sublease Assignment Agreement, dated as of April 1, 2003, between JAIX Leasing Company, as assignor, and C.I.T. Leasing Corporation, as assignee, which was previously filed with the Surface Transportation Board on April 3, 2003, and assigned recordation number 24383-B.

Very truly yours,

PIPER RUDNICK LLP


Susan G. Lichtenfeld

SGL:rc
Enclosures

RECORDATION NO. 24383-D FILED
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SURFACE TRANSPORTATION BOARD

TERMINATION OF SUBLEASE ASSIGNMENT AGREEMENT

THIS TERMINATION OF SUBLEASE ASSIGNMENT AGREEMENT (this "Termination"), is made as of this 30th day of September, 2004, by and between C.I.T. Leasing Corporation, a Delaware corporation ("CIT") and JAIX Leasing Company, a Delaware corporation ("JAIX").

WHEREAS, CIT and JAIX are parties to a Memorandum of Sublease Assignment Agreement dated as of April 1, 2003 (the "Memorandum") with respect to certain equipment described on Schedule 1 attached hereto (the "Equipment"); and

WHEREAS, the Memorandum was duly filed for recordation with the STB pursuant to 49 U.S.C. Section 11301, on April 3, 2003 and assigned Recordation Number 24383-B; and

WHEREAS, CIT and JAIX desire to terminate and release the Memorandum and to record such termination and release with the STB.

NOW THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which is acknowledged, CIT and JAIX, intending to be legally bound, agree as follows:

1. CIT and JAIX hereby terminate and release the Memorandum, effective as of the date this Termination is filed with the STB, and CIT and JAIX hereby agree that no rights, duties or liabilities under the Memorandum shall survive such termination and cancellation of the Memorandum, except with respect to acts, events, or omissions under the Memorandum occurring on or prior to the date hereof.
2. The parties agree to record this Termination with the STB so as to release any lien against the Equipment created by or arising out of the Memorandum.
3. This Termination may be executed in any number of counterparts, each executed counterpart constituting an original but all together constituting only one and the same Termination.

[SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF, each of the undersigned has caused this Termination of Sublease Assignment Agreement to be executed by a duly authorized officer as of the day and year first above written.

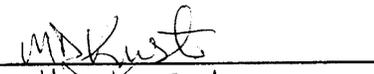
I certify that I hold the title set forth below, that this instrument was signed on behalf of JAIX Leasing Company by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of JAIX Leasing Company. I further declare under penalty of perjury that the foregoing is true and correct.

JAIX LEASING COMPANY

By: 
Name: EDWARD J. WHELAN
Title: VICE PRESIDENT

I certify that I hold the title set forth below, that this instrument was signed on behalf of C.I.T. Leasing Corporation by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of C.I.T. Leasing Corporation. I further declare under penalty of perjury that the foregoing is true and correct.

C.I.T. LEASING CORPORATION

By: 
Name: M.D. KUSTA
Title: SVP

**SCHEDULE 1
TO TERMINATION OF SUBLEASE ASSIGNMENT AGREEMENT**

EQUIPMENT

125 Aluminum BethGon II Gondolas, bearing the following road marks and numbers:

CEFX 45104
CEFX 45111 – CEFX 45134 (both inclusive)
CEFX 45137
CEFX 45139 – CEFX 45141 (both inclusive)
CEFX 45143 – CEFX 45153 (both inclusive)
CEFX 45155 – CEFX 45239 (both inclusive)