

RECORDATION NO. 19004-D FILED

NOV 03 '06 10-45 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

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

November 3, 2006

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) are two (2) copies of a Termination of Lease and Security Interest, dated as of September 29, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete release and relates to the documents previously filed with the Commission and the Board under Recordation Number 19004.

The name and address of the party to the enclosed document are:

Lessor: The Fifth Third Leasing Company
38 Fountain Square Plaza
Cincinnati, OH 45263

[Lessee: Chicago, Central & Pacific Railroad Company
402 E. 4th Street
Waterloo, IA 50704]

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A description of the railroad equipment covered by the enclosed document is:

110 hopper railcars within the series CC 40000 – CC 40219 as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Termination of Lease and Security Interest.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

TERMINATION OF LEASE AND SECURITY INTEREST 10-45 AM

SURFACE TRANSPORTATION BOARD

THIS TERMINATION OF LEASE AND SECURITY INTEREST is made as of September 29, 2006 by **The Fifth Third Leasing Company** (the "Lessor").

WITNESSETH:

1. **MetLife Capital, Limited Partnership** (the "Original Lessor") and **Chicago, Central & Pacific Railroad Company** (the "Lessee") entered into a Master Equipment Lease Agreement dated September 30, 1994 (the "Master Lease");
2. Original Lessor and Lessee entered into a Lease Closing Schedule dated September 30, 1994 (the "Schedule" and, together with the Master Lease, the "Lease") originally covering one-hundred ten (110) open top hoppers as more particularly described in Schedule A hereto (the "Cars");
3. Lessee executed a Bill of Sale dated September 30, 1994 (the "Bill of Sale"), in favor of Original Lessor, conveying title to the Cars.
4. The Master Lease, the Schedule and the Bill of Sale were filed at the Interstate Commerce Commission (predecessor to the Surface Transportation Board) (the "STB") on September 30, 1994 at 12:05 P.M. with recordation numbers 19004, 19004-A and 19004-B, respectively;
5. Original Lessor assigned all its right, title and interest in the Lease, and the Cars thereunder, to **General Electric Business Asset Funding Corporation** ("GE");
6. GE subsequently assigned all its right, title and interest in the Lease, and the Cars thereunder, to Lessor;
7. GE and Lessor entered into a Memorandum of Assignment of Lease Agreement dated as of September 24, 1999 which was filed at the STB on September 24, 1999 at 2:00 P.M. with recordation number 19004-C; and
8. Lessee has (i) performed all of its obligations under the Lease and (ii) purchased the Cars from Lessor co-terminous herewith.

NOW THEREFORE, for good and valuable consideration, Lessor agrees and acknowledges for the public record that (i) the Lease is hereby terminated (except for such terms thereof which expressly survive termination) and (ii) any security interest in the Cars is hereby released.

IN WITNESS WHEREOF, the Lessor has caused this Termination of Lease and Security Interest to be executed as of the date first above written.

THE FIFTH THIRD LEASING COMPANY,
Lessor

By: *Richard P. Steimer* AVP
Name: Richard P. Steimer
Title: Asst. Vice President
Remarketing Manager

STATE OF OHIO, CITY OF CINCINNATI, TO WIT:

On this 12 day of OCT, 2006 before me personally appeared, Richard Steimer, to me personally known, who being by me duly sworn, says that ~~he~~ she is a AVP of The Fifth Third Leasing Company, that said instrument was signed on behalf of said company by authority of its Board of Directors, and he / she acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

Marsha J. Bubeck

Notary Public
MARSHA J. BUBECK
Notary Public, State of Ohio
My Commission Expires Oct. 29, 2010

[Notarial Seal]

My commission expires:

Schedule A to Termination of Lease and Security Interest

Description of Cars

110 Combination rotary and bottom dump three pocket open top hoppers of 100 tons nominal capacity built by Trinity Industries bearing the following marks and numbers:

CC 40000	CC 40050	CC 40121	CC 40172
CC 40001	CC 40052	CC 40123	CC 40173
CC 40003	CC 40055	CC 40124	CC 40174
CC 40005	CC 40061	CC 40128	CC 40175
CC 40006	CC 40063	CC 40129	CC 40177
CC 40007	CC 40065	CC 40130	CC 40179
CC 40008	CC 40066	CC 40132	CC 40180
CC 40009	CC 40072	CC 40133	CC 40183
CC 40012	CC 40073	CC 40134	CC 40186
CC 40013	CC 40074	CC 40137	CC 40188
CC 40014	CC 40075	CC 40139	CC 40190
CC 40015	CC 40077	CC 40140	CC 40191
CC 40020	CC 40079	CC 40143	CC 40192
CC 40025	CC 40080	CC 40144	CC 40193
CC 40026	CC 40083	CC 40145	CC 40196
CC 40027	CC 40084	CC 40146	CC 40199
CC 40028	CC 40086	CC 40147	CC 40200
CC 40032	CC 40087	CC 40149	CC 40204
CC 40035	CC 40090	CC 40150	CC 40206
CC 40037	CC 40092	CC 40151	CC 40210
CC 40039	CC 40095	CC 40153	CC 40213
CC 40040	CC 40096	CC 40156	CC 40214
CC 40041	CC 40100	CC 40159	CC 40215
CC 40042	CC 40106	CC 40160	CC 40217
CC 40043	CC 40108	CC 40161	CC 40218
CC 40044	CC 40112	CC 40165	CC 40219
CC 40045	CC 40116	CC 40167	
CC 40049	CC 40117	CC 40171	