

RECORDATION NO.

17156-6
FILED

DEC 21 '07 -2 30 PM

SURFACE TRANSPORTATION BOARD

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December 21, 2007

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, dated as of December 21, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Commission and the Board under Recordation Numbers 17156 and 17156-F.

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

Lessor: North America Rail Leasing #3 (as successor by merger to North America Rail Leasing #32 LLC) (d/b/a Babcock & Brown Rail Leasing)
1 Dag Hammarskjold Plaza
885 Second Avenue, 49th Floor
New York, NY 10017

[Lessee: Exelon Generation Company (as ultimate Assignee of Commonwealth Edison Company)
111 Market Place, Suite 500
Baltimore, MD 21202-4035]

Mr. Vernon A. Williams
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A description of the railroad equipment covered by the enclosed document is:

107 gondola railcars: EXEX 640000 - EXEX 640109 (excluding EXEX 640007, EXEX 640036 and EXEX 640052) (previously marked CWEX).

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

Termination of Lease.

Also enclosed is a check in the amount of \$35.00 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

RECORDATION NO.

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TERMINATION OF LEASE

SURFACE TRANSPORTATION BOARD

This TERMINATION OF LEASE dated as of December 21, 2007 (this "Termination") relates to Lease (as defined below) in respect of the railcars described on Exhibit A hereto (the "Equipment").

WHEREAS, a Master Lease Agreement dated as of December 27, 1990, (the "Lease") executed by the undersigned (as ultimate assignee of The CIT Group/Equipment Financing, Inc.), as lessor (the "Lessor") and Exclon Generation Company (as ultimate assignee of Commonwealth Edison Company), as lessee, was duly filed on December 31, 1990, with the Interstate Commerce Commission at 9:10 a.m., under Recordation Number 17156; and

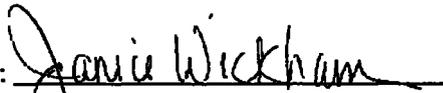
WHEREAS, a Lease Assignment Agreement dated as of July 9, 2004, between North America Rail Leasing #3 LLC (d/b/a Babcock & Brown Rail Leasing) (as successor by merger to North America Rail Leasing #32 LLC (d/b/a Babcock & Brown Rail Leasing), as assignee, and The Clearwater Partnership, LLP, as assignor, was duly filed on July 9, 2004, with the Surface Transportation Board at 4:29 p.m., under Recordation Number 17156-F; and

WHEREAS, the Lease has terminated in accordance with its terms.

NOW, THEREFORE, the Lessor, by this Termination, hereby records this Termination with the Surface Transportation Board in order to reflect the abovementioned termination of the Lease.

IN WITNESS WHEREOF, the Lessor has executed and delivered this Termination of
Lease as of the date first above written.

NORTH AMERICA RAIL LEASING #3 LLC,
(d/b/a BABCOCK & BROWN RAIL LEASING)
as Lessor

By: 
Name: Janice Wickham
Title: Vice President

State of New York)
)
County of New York)

On this, the 21st day of December, 2007, before me, a Notary Public in and for said County and State, personally appeared Janice Wickham, the Vice President of North America Rail Leasing #3 LLC (d/b/a Babcock & Brown Rail Leasing), and that, as such officer, being authorized to do so, she executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name: Clementina Capasso
Notary Public

CLEMENTINA CAPASSO
NOTARY PUBLIC, STATE OF NEW YORK
No. 01CA6120806
QUALIFIED IN NEW YORK COUNTY
MY COMMISSION EXPIRES DEC 27, 2008

Exhibit A
The Equipment:

<u># of Cars</u>	<u>Year Built</u>	<u>Description</u>	<u>Reporting Marks</u>
107	1990	4270 CF aluminum gondola railcars manufactured by Thrall Car Manufacturing Company	EXEX (formerly CWEX) 640000-640109, excluding 640007, 640036, and 640052.

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 12/21/07



Robert W. Alvord