

DEC 29 '00 10:49 AM

LAW OFFICES  
**MILES & STOCKBRIDGE P.C.** SURFACE TRANSPORTATION BOARD

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WASHINGTON, D.C.

December 15, 2000

Surface Transportation Board  
1925 K Street, NW  
Washington, DC 20423-0001  
Attn: Ms. Taledia Stokes

Dear Ms. Stokes:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Termination and Release of Lease Agreement, dated November 30, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents to be filed under recordation number 20926.

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

Lessee:	Railcar, Ltd. 1819 Peachtree Road, N.E., Suite 425 Atlanta, Georgia 30309-1847
Lessor:	Allfirst Bank 25 South Charles Street—Mail Code 101-460 Baltimore, Maryland 21201

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

One hundred fifty (150) 50 ft., 70-ton, Plate C boxcars bearing the marks and numbers within the series SLGG 011030 to SLGG 011054, SLGG 011080 to SLGG 011104, SLGG 011130 to SLGG 011154, SLGG 011055 to SLGG 011079, SLGG 011105 to SLGG 011129, SLGG 011155 to SLGG 011179

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

Memorandum of Partial Release of Lease between Railcar, Ltd., Lessee, and Allfirst Bank, Lessor, covering one hundred fifty (150) 50 ft., 70-ton, Plate C boxcars bearing the marks and numbers within the series SLGG 011030 to SLGG 011054, SLGG 011080 to

Surface Transportation Board

October 26, 2000

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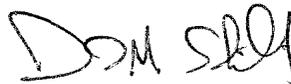
MILES & STOCKBRIDGE P.C.

SLGG 011104, SLGG 011130 to SLGG 011154, SLGG 011055 to SLGG 011079, SLGG 011105 to SLGG 011129, SLGG 011155 to SLGG 011179.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Please kindly return stamped copies of the enclosed document to the undersigned at the above-listed address.

Very truly yours,

A handwritten signature in black ink, appearing to read "D.M. Schilling". The signature is written in a cursive, somewhat stylized font.

David M. Schilling  
Legal Assistant

Enclosures

DEC 29 '00 10:49 AM

MEMORANDUM OF PARTIAL RELEASE OF LEASE  
SURFACE TRANSPORTATION BOARD

Pursuant to the Assignment of Lessor's Interest in Lease dated as of September 30, 1997 ("the Assignment"), between Railcar, Ltd. and The First National Bank of Maryland (now known as Allfirst Bank), Railcar Ltd. assigned to Allfirst Bank all of its rights and obligations under a Lease Agreement dated April 1, 1997, between Railcar, Ltd., as Lessor, and Canadian National Railway Company, as lessee, (the "Lease"). The Assignment was recorded with the Surface Transportation Board on October 8, 1997 under Recordation No. 20926-A. A Memorandum of the Lease was recorded with the Surface Transportation Board on October 8, 1997 under Recordation No. 20926.

1. Allfirst Bank, for good and valuable consideration, the receipt and sufficiency of which is acknowledged, here partially terminates and releases its rights and interests (including without limitation any security interests, liens, and other rights and interests as secured party) in the Lease, but only with respect to the railroad cars listed in the attached Exhibit "Description of Equipment." The Lease remains in full force and effect with respect to all other railroad cars subject to the Lease.

2. The addresses of the parties are as follows:

Railcar, Ltd.  
1819 Peachtree Road, N.E., Suite 425  
Atlanta, Georgia 30309-1847

Allfirst Bank  
25 South Charles Street- Mail Code 101-460  
Baltimore, MD 21201

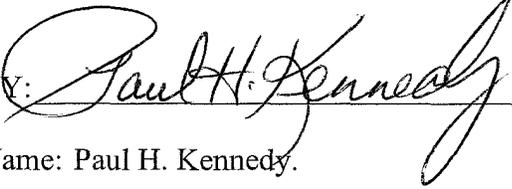
3. This Memorandum may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

[Execution on Next Page]



IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of December 15, 2000.

RAILCAR, LTD.

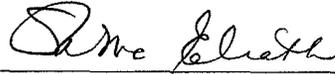
BY:  \_\_\_\_\_

Name: Paul H. Kennedy.

Title: Vice President of Administration

State of Georgia,  
County of Gwinnett

On December 6, 2000, before me personally appeared Paul H. Kennedy, to me personally known, who being by me duly sworn says that he is Vice President of Railcar, Ltd., and that he executed the foregoing instrument 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 act and deed of said corporation.



Notary Public: Sandra McElrath

My commission expires: **Notary Public, Gwinnett County, Georgia**  
**My Commission Expires January 3, 2004**

[NOTARIAL SEAL]

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ALLFIRST BANK (F/K/A THE FIRST NATIONAL BANK OF MARYLAND)

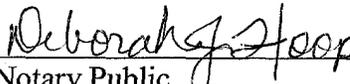
By: 

Name: Christopher A. Pistell

Title: Vice President

State of Maryland, <sup>City</sup> ~~County~~ of Baltimore

On December 14, 2000, before me personally appeared Christopher A. Pistell, to me personally known, who being by me duly sworn says that he is a Vice President of Allfirst Bank, and that he executed the foregoing instrument 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 act and deed of said corporation.

  
Notary Public  
My commission expires: 7/15



[NOTARIAL SEAL]

## DESCRIPTION OF EQUIPMENT

This is the Description of Equipment Exhibit to the Memorandum of Partial Release of Lease dated December 15, 2000, between Railcar, Ltd. and Allfirst Bank (formerly known as The First National Bank of Maryland).

One hundred fifty (150) 50 ft., 70-ton, Plate C boxcars bearing the following marks and numbers:

SLGG 011030	SLGG 011080	SLGG 011130	SLGG 011055	SLGG 011105	SLGG 011155
SLGG 011031	SLGG 011081	SLGG 011131	SLGG 011056	SLGG 011106	SLGG 011156
SLGG 011032	SLGG 011082	SLGG 011132	SLGG 011057	SLGG 011107	SLGG 011157
SLGG 011033	SLGG 011083	SLGG 011133	SLGG 011058	SLGG 011108	SLGG 011158
SLGG 011034	SLGG 011084	SLGG 011134	SLGG 011059	SLGG 011109	SLGG 011159
SLGG 011035	SLGG 011085	SLGG 011135	SLGG 011060	SLGG 011110	SLGG 011160
SLGG 011036	SLGG 011086	SLGG 011136	SLGG 011061	SLGG 011111	SLGG 011161
SLGG 011037	SLGG 011087	SLGG 011137	SLGG 011062	SLGG 011112	SLGG 011162
SLGG 011038	SLGG 011088	SLGG 011138	SLGG 011063	SLGG 011113	SLGG 011163
SLGG 011039	SLGG 011089	SLGG 011139	SLGG 011064	SLGG 011114	SLGG 011164
SLGG 011040	SLGG 011090	SLGG 011140	SLGG 011065	SLGG 011115	SLGG 011165
SLGG 011041	SLGG 011091	SLGG 011141	SLGG 011066	SLGG 011116	SLGG 011166
SLGG 011042	SLGG 011092	SLGG 011142	SLGG 011067	SLGG 011117	SLGG 011167
SLGG 011043	SLGG 011093	SLGG 011143	SLGG 011068	SLGG 011118	SLGG 011168
SLGG 011044	SLGG 011094	SLGG 011144	SLGG 011069	SLGG 011119	SLGG 011169
SLGG 011045	SLGG 011095	SLGG 011145	SLGG 011070	SLGG 011120	SLGG 011170
SLGG 011046	SLGG 011096	SLGG 011146	SLGG 011071	SLGG 011121	SLGG 011171
SLGG 011047	SLGG 011097	SLGG 011147	SLGG 011072	SLGG 011122	SLGG 011172
SLGG 011048	SLGG 011098	SLGG 011148	SLGG 011073	SLGG 011123	SLGG 011173
SLGG 011049	SLGG 011099	SLGG 011149	SLGG 011074	SLGG 011124	SLGG 011174
SLGG 011050	SLGG 011100	SLGG 011150	SLGG 011075	SLGG 011125	SLGG 011175
SLGG 011051	SLGG 011101	SLGG 011151	SLGG 011076	SLGG 011126	SLGG 011176
SLGG 011052	SLGG 011102	SLGG 011152	SLGG 011077	SLGG 011127	SLGG 011177
SLGG 011053	SLGG 011103	SLGG 011153	SLGG 011078	SLGG 011128	SLGG 011178
SLGG 011054	SLGG 011104	SLGG 011154	SLGG 011079	SLGG 011129	SLGG 011179