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October 8, 2001



BY FEDERAL EXPRESS

Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423

RECORDATION NO. 19871-K FILED

Attn.: Mr. Vernon Williams

OCT 16 '01 2-29 PM

Re: Terminations for Recording

SURFACE TRANSPORTATION BOARD

Dear Sir or Madam:

Enclosed herewith for recording are two notarized originals of the following documents:

1. Termination of Railcar Lease Agreement (your file no. 19871);
2. Termination of Railcar Lease Agreement (your file no. 20403);
3. Termination of Note and Security Agreement (your file no. 20178);
4. Termination of Assignment Agreement (your file no. 19871) and
5. Termination of Assignment Agreements (your file no. 20403).

Please complete the enclosed check for your fee. Please notify the undersigned by collect telephone call when the recording has occurred and return your evidence of recording to me in the enclosed envelope.

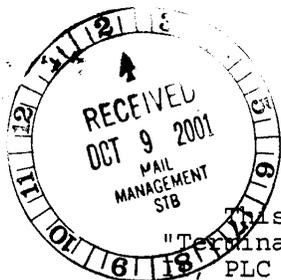
Please telephone me collect if there are any problems with the recording.

Thank you.

Very truly yours,

Bertram C. Izant

BCI/os
Enclosures



TERMINATION OF ASSIGNMENT AGREEMENT

This Termination of Assignment Agreement (this "Termination") is dated as of September 19, 2001 by IIBU Fund, PLC ("Assignor") for the benefit of Railroad Technology Corporation ("Assignee").

RECITALS

A. Assignor is a party to that certain Assignment Agreement dated as of January 30, 1996 filed with the Surface Transportation Board under Recordation Number 19871-G (the "Assignment Agreement") with respect to twenty (20) platform TOFC railcars bearing reporting marks CR 790050 (now NYC 790050), CR 790051, CR 790059, CR 790060 (now NYC 790060), CR 790061, CR 790063, CR 790064 (now NYC 790064), CR 790065, CR 790066, CR 790067 (now NYC 790067), CR 790068 (now NYC 790068), CR 780069, CR 790070 (now NYC 790070), CR 790071 (now NYC 790071), CR 790073, CR 790074 (now NYC 790074), CR 790075 (now NYC 790075) CR 790076, CR 790077 and CR 790078 (the "Equipment").

B. Assignor has transferred all its right, title and interest in and to the Equipment to Assignee.

C. Assignor desires to confirm that it has no interest in the Equipment.

CONSENT AND TERMINATION

1. Assignor hereby forever terminates any and all liens and interests of any kind in the Equipment. Such liens and interests in the Equipment shall be forever terminated upon filing of this Termination with the Surface Transportation Board, at which time all of Assignor's right, title and interest in and to the Equipment shall be null and void.

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SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, pursuant to due authority, Assignor has executed this Termination as of the date first above written.

IIBU Fund II PLC by EIREANN II, a Division of
ATEL Transatlantic Investors

By: V. Holmes

Printed Name: Vic Holmes

Title: Director

NOTARIZATION

This instrument was acknowledged before
me this 5 day of Oct 2001 by Vic Holmes
In witness whereof I herewith set my hand
and official seal.

David Walley
David Walley
Notary Public (Commissioned for Life)
54 Amiens Street, Dublin 1.