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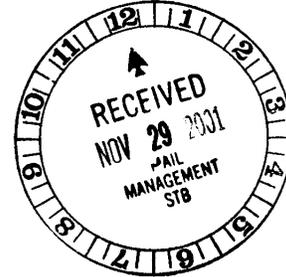
VIA UPS 2<sup>nd</sup> DAY AIR

November 26, 2001

RECORDATION NO. 20265-B FILED

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

NOV 29 '01 1-36 PM  
SURFACE TRANSPORTATION BOARD



**Re: Partial Lease Termination**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals and one (1) copy of a Partial Lease Termination, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memorandum of Master Lease Agreement which was duly filed with the Commission under Recordation number 20265 on September 18, 1996.

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

<b>Lessor:</b> Banc of America Leasing & Capital, LLC, successor in interest to Boatmen's Equipment Finance, Inc. 555 California Street, 4 <sup>th</sup> Floor San Francisco, CA 94104	<b>Lessee:</b> Illinois Central Railroad Company 455 North Cityfront Plaza Drive Chicago, IL 60611
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A description of the railroad equipment covered by the enclosed document is one hundred (100), 100-ton, Plate Boxcars, with car numbers IC 533300 - IC 533099, inclusive.

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

Partial Lease Termination by Banc of America Leasing & Capital, LLC, Lessor, successor in interest to Boatmen's Equipment Finance, Inc., and Illinois Central Railroad Company, Lessee, covering 100, 100-ton, boxcars, with car numbers IC 533300 - IC 533099, inclusive.

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

  
Kathy Dombrowski  
Director of Documentation

Enclosures

(L043/IC020)

**PARTIAL LEASE TERMINATION**

The undersigned, as Lessor under that certain Lease dated as of April 25, 1995 between Illinois Central Railroad Company and Banc of America Leasing & Capital, LLC, successor in interest to Boatmen's Equipment Finance, Inc. (the "Lease"), a memorandum of which was filed with the Surface Transportation Board pursuant to 49 U.S.C. §11301 on September 16, 1996, assigned Recordation No. 20265, and deposited in the Office of the Register General of Canada pursuant to Section 90 of the Railway Act of Canada on September 18, 1996 at 10:46 A.M., hereby releases all of its right, title and interest in and to the Lease insofar and only insofar as such Lease relates to the equipment set forth in Addendum 1 hereto (the "Equipment").

Dated this 09 day of November, 2001.

IN WITNESS WHEREOF, the undersigned has caused this instrument to be duly executed on the date set forth above.

Banc of America Leasing & Capital, LLC,  
as Lessor

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SURFACE TRANSPORTATION BOARD

By: Meyer  
Name: Carolina Meyer  
Title: Leasing Consultant

STATE OF CALIFORNIA )  
 ) SS:  
COUNTY OF SAN FRANCISCO )

The foregoing Partial Lease Termination was acknowledged before me, the undersigned Notary Public, in the County of SAN FRANCISCO, this 9TH day of NOVEMBER, 2001 by Carolina Meyer, as Leasing Consultant of Banc of America Leasing & Capital LLC, on behalf of the corporation.

Yvette Montalvo Baron  
Notary Public

My Commission expires: \_\_\_\_\_

[Notarial Seal)



This Partial Lease Termination was filed with the Surface Transportation Board pursuant to 49 U.S.C. §11301 on \_\_\_\_\_ at \_\_\_\_:\_\_\_\_.M., assigned Recordation Number \_\_\_\_\_, and deposited in the Office of the Register General of Canada pursuant to Section 90 of the Railway Act of Canada on \_\_\_\_\_ at \_\_\_\_:\_\_\_\_.M.

**ADDENDUM 1**  
**To Partial Lease Termination**

**Description of Equipment**

<b><u>EQUIPMENT</u></b>	<b><u>QUANTITY</u></b>	<b><u>REPORTING MARKS</u></b>
<b>100-ton Plate Boxcars built by Gunderson, Inc.</b>	<b>100</b>	<b>IC 533300 – IC 533099</b>