

RECORDATION NO. 24266-G FILED

JUN 17 '03 12-24 PM

SURFACE TRANSPORTATION BOARD

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

June 16, 2003

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 Partial Termination of Lease, dated as of June 16, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memoranda of Lease which were previously filed with the Board under Recordation Number 24266, 24266-B and 24266-D.

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

Lessor:	Fleet National Bank One Financial Plaza Providence, Rhode Island 02903
[Lessee:	Railcar Investments LLC c/o First Union Rail Corporation 6250 River Road, Suite 5000 Rosemont, Illinois 60018]

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

1. 85 cars among the railcars listed under recordation number 24266 within the series NOKL 910102 - NOKL 910290 as more particularly set forth in the equipment schedule attached to the document.
2. 33 cars among the railcars listed under recordation number 24266-B: railcar IHB 018337 and 32 railcars within the series NOKL 910335 - NOKL 910400 as more particularly set forth in the equipment schedule attached to the document.
3. 36 cars among the railcars listed under recordation number 24266-D within the series IHB 018212 - IHB 018749 and 018212 NOKL 910299 - NOKL 910325, in each case 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:

Partial Termination of Lease.

Also enclosed is a check in the amount of \$30.00 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/anm  
Enclosures

REGISTRATION NO.

24266-G FILED

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12-24 PM

SURFACE TRANSPORTATION BOARD

## PARTIAL TERMINATION OF LEASE

This Partial Termination of Lease (this "Partial Termination") terminates the Lease, dated as of December 30, 2002 (the "Lease"), between Fleet National Bank, as Lessor and Railcar Investment LLC, as Lessee solely with respect to railcars identified below:

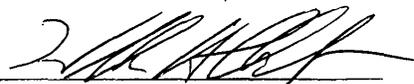
1. The eighty-five (85) railcars identified in Exhibit 1 attached hereto. A memorandum of Lease with respect to such railcars was recorded with the Surface Transportation Board on December 30, 2002 at 3:45 p.m., under Recordation Number 24266.
2. Thirty-three (33) railcars identified in Exhibit 2 attached hereto. A memorandum of Lease with respect to such railcars was recorded with the Surface Transportation Board on January 24, 2003 at 11:33 a.m., under Recordation Number 24266-B.
3. Thirty-six (36) railcars identified in Exhibit 3 attached hereto. A memorandum of Lease with respect to such railcars was recorded with the Surface Transportation Board on March 13, 2003 at 5:27 p.m., under Recordation Number 24266-D.

This Partial Termination shall only be effective after the execution by Wells Fargo Bank Northwest, National Association, as Administrative Agent of the Partial Release of Security Interest in form and substance identical to Exhibit IV. Capitalized terms used herein, but not otherwise defined herein, shall have the meanings assigned in the Lease or otherwise referenced therein.

This Partial Termination shall not impair or terminate any rights and obligations of the parties under the Lease with respect to the remaining railroad equipment covered by the Lease, as to which the Lease remains in full force and effect.

Dated this 16<sup>th</sup> day of June, 2003

FLEET NATIONAL BANK, LESSOR

By: 

Name: WILLIAM H. CLEMENT

Title: \_\_\_\_\_

**Vice President**

STATE OF RHODE ISLAND     )  
  )  
COUNTY OF PROVIDENCE    )     ss.

The foregoing instrument was acknowledged before me, the undersigned Notary Public, on this 16<sup>th</sup> day of June, 2003 by William H. Clement, as Vice President of FLEET NATIONAL BANK.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

Colleen E. Stevenson  
NOTARY PUBLIC

My Commission Expires: 8/20/05

**EXHIBIT 1**  
(Pool 1 - 85 Cars)

<u>Car Initial</u>	<u>Car No.</u>
NOKL	910102
NOKL	910106
NOKL	910120
NOKL	910124
NOKL	910132
NOKL	910150
NOKL	910164
NOKL	910169
NOKL	910172
NOKL	910175
NOKL	910177
NOKL	910202
NOKL	910203
NOKL	910205
NOKL	910208
NOKL	910221
NOKL	910235
NOKL	910238
NOKL	910243
NOKL	910259
NOKL	910263
NOKL	910264
NOKL	910272
NOKL	910289
NOKL	910293
NOKL	910104
NOKL	910105
NOKL	910110
NOKL	910114
NOKL	910118
NOKL	910119
NOKL	910121
NOKL	910123
NOKL	910125
NOKL	910136
NOKL	910142
NOKL	910145
NOKL	910147
NOKL	910148
NOKL	910151
NOKL	910153
NOKL	910162
NOKL	910167
NOKL	910168

<u>Car Initial</u>	<u>Car No.</u>
NOKL	910171
NOKL	910173
NOKL	910174
NOKL	910179
NOKL	910184
NOKL	910187
NOKL	910188
NOKL	910190
NOKL	910196
NOKL	910199
NOKL	910201
NOKL	910209
NOKL	910212
NOKL	910214
NOKL	910219
NOKL	910220
NOKL	910225
NOKL	910229
NOKL	910231
NOKL	910232
NOKL	910233
NOKL	910241
NOKL	910244
NOKL	910247
NOKL	910249
NOKL	910250
NOKL	910252
NOKL	910254
NOKL	910255
NOKL	910260
NOKL	910261
NOKL	910265
NOKL	910268
NOKL	910269
NOKL	910274
NOKL	910280
NOKL	910282
NOKL	910284
NOKL	910285
NOKL	910286
NOKL	910290

**EXHIBIT 2**  
**(Pool 2 - 33 Cars)**

<u>Car</u> <u>Initial</u>	<u>Car</u> <u>No.</u>
IHB	018337
NOKL	910335
NOKL	910355
NOKL	910362
NOKL	910365
NOKL	910366
NOKL	910367
NOKL	910379
NOKL	910380
NOKL	910384
NOKL	910385
NOKL	910336
NOKL	910339
NOKL	910340
NOKL	910341
NOKL	910343
NOKL	910350
NOKL	910354
NOKL	910357
NOKL	910359
NOKL	910363
NOKL	910364
NOKL	910370
NOKL	910373
NOKL	910374
NOKL	910381
NOKL	910383
NOKL	910387
NOKL	910390
NOKL	910392
NOKL	910396
NOKL	910399
NOKL	910400

**EXHIBIT 3**  
**(Pool 3 - 36 Cars)**

<u>Car</u> <u>Initial</u>	<u>Car</u> <u>No.</u>
IHB	018212
IHB	018220
IHB	018228
IHB	018316
IHB	018325
IHB	018335
IHB	018373
IHB	018381
IHB	018400
IHB	018411
IHB	018423
IHB	018451
IHB	018465
IHB	018497
IHB	018509
IHB	018749
NOKL	910299
NOKL	910301
NOKL	910303
NOKL	910305
NOKL	910309
NOKL	910315
NOKL	910316
NOKL	910317
NOKL	910320
NOKL	910322
NOKL	910323
NOKL	910324
NOKL	910329
NOKL	910330
NOKL	910334
NOKL	910294
NOKL	910295
NOKL	910300
NOKL	910304
NOKL	910325

**EXHIBIT IV**

17145516.2.02060533



C,

**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: 6/16/03

  
\_\_\_\_\_  
Robert W. Alvord