

RECORDATION NO. 24056-1 FILED

JUN 29 '04 10:43 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
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OF COUNSEL  
URBAN A. LESTER

June 28, 2004

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 and Release, dated as of June 28, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Railcar Lease which is being filed with the Board under Recordation Number 24056.

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

Lessee: JAIX Leasing Company  
Two North Riverside Plaza  
Suite 1250  
Chicago, Illinois 60606

Lessor: Cypress Equipment Fund VI, LLC  
188 The Embarcadero, Suite 420  
San Francisco, CA 94105

Mr. Vernon A. Williams  
June 28, 2004  
Page Two

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

Five (5) open top hopper railcars within the series JAIX 1616 - JAIX 1656.

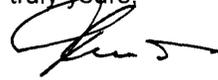
A short summary of the document to appear in the index is:

Termination and Release

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

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SURFACE TRANSPORTATION BOARD

### TERMINATION AND RELEASE

THIS TERMINATION AND RELEASE (this "Termination"), is made as of this \_\_\_\_\_ day of June, 2004, by and between Cypress Equipment Fund VI, LLC, a California limited liability company ("Cypress") and JAIX Leasing Company, a Delaware corporation ("JAIX").

WHEREAS, Cypress and JAIX are parties to a Memorandum of Railcar Equipment Lease dated as of July 31, 2002 (the "Memorandum"); and

WHEREAS, the Memorandum was duly filed for recordation with the Surface Transportation Board (the "STB") pursuant to 49 U.S.C. Section 11301, on August 1, 2002 and assigned Recordation Number 24056; and

WHEREAS, Cypress and JAIX desire to terminate and release from the Memorandum certain items of equipment and to record such termination and release with the STB.

NOW THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which is acknowledged, Cypress and JAIX, intending to be legally bound, agree as follows:

1. Cypress and JAIX hereby terminate and release the Memorandum, effective as of the date this Termination is filed with the STB, with respect to the equipment described on Schedule 1 attached hereto (hereinafter, the "Terminated Equipment"), and Cypress and JAIX hereby agree that no rights, duties or liabilities under the Memorandum with respect to such Terminated Equipment shall survive such termination and cancellation of the Memorandum, except with respect to acts, events, or omissions under the Memorandum occurring on or prior to the date hereof.
2. The parties agree to record this Termination with the STB so as to release any lien against the Terminated Equipment created by or arising out of the Memorandum.
3. Nothing herein contained shall be construed to terminate and release the Memorandum with respect to any equipment other than the Terminated Equipment hereinabove specifically described.
4. This Termination may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Termination.

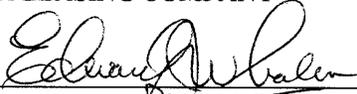
IN WITNESS WHEREOF, Cypress and JAIX have caused this Termination and Release to be executed as of the day and year first above written.

CYPRESS EQUIPMENT FUND VI, LLC

By: **Cypress Equipment Management Corporation II, Manager**

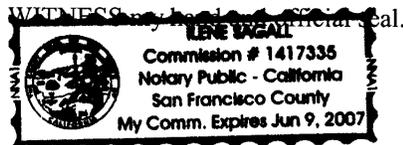
By:   
Its: ICES.

JAIX LEASING COMPANY

By:   
Its: ICE President

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

On JUNE 15, 2004, before me, ILENE SASALL, a Notary Public in and for the State of California, personally appeared STEPHEN R. HARWOOD, personally known to me (~~or proved to me on the basis of satisfactory evidence~~) to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.



Ilene Sasall  
Notary Public

[SEAL]

My Commission expires:

6/9/07

STATE OF ILLINOIS )  
 ) SS:  
COUNTY OF COOK )

On this 17 day of June, 2004 before me personally appears Edward Whalen me personally known, who by me duly sworn, says that he/she is the Vice President of JAIX LEASING COMPANY (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Amy L. Kaniff  
Notary Public

[SEAL]

My Commission expires:

**SCHEDULE 1  
TO TERMINATION AND RELEASE**

TERMINATED EQUIPMENT

<u>Type of Equipment</u>	<u>No. of Railcars</u>	<u>Car Mark</u>	<u>Car Numbers (all inclusive)</u>
Open Top Hoppers	5	JAIX	1616 1617 1621 1642 1656