

RECORDATION NO. 24266-88 FILED

NOV 04 '04 10-59 AM

SURFACE TRANSPORTATION BOARD

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

November 3, 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 Partial Termination of Lease, dated October 29, 2004, 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 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. 91 cars within the series SOO 062523 - SOO 062632 as more particularly set forth in the equipment schedule attached to the document.
2. 15 cars within the series FURX 950304 - FURX 950354 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

RECORDATION NO. 24266-BB FILED

**PARTIAL TERMINATION OF LEASE
(Surface Transportation Board)**

NOV 04 '04 10-59 AM

SURFACE TRANSPORTATION BOARD

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:

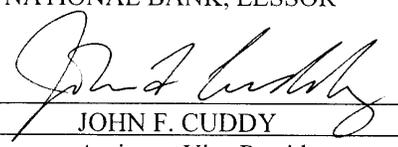
1. Ninety-one (91) cars identified in Exhibit 1 attached hereto. A memorandum of Lease with respect to such railcars was recorded with the Surface Transportation Board on December 30, 2002 at 3:45 p.m., under Recordation Number 24266.
2. Fifteen (15) railcars identified in Exhibit 3 attached hereto. 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 29th day of October, 2004.

FLEET NATIONAL BANK, LESSOR

By: 

Name: JOHN F. CUDDY

Title: Assistant Vice President

EXHIBIT 1
(Pool 1 - 91 Cars)

<u>Car Initial</u>	<u>Car No.</u>	<u>Car Initial</u>	<u>Car No.</u>
SOO	062523	SOO	062577
SOO	062524	SOO	062578
SOO	062525	SOO	062579
SOO	062526	SOO	062580
SOO	062527	SOO	062581
SOO	062529	SOO	062583
SOO	062530	SOO	062584
SOO	062531	SOO	062585
SOO	062533	SOO	062586
SOO	062534	SOO	062587
SOO	062535	SOO	062588
SOO	062536	SOO	062589
SOO	062537	SOO	062591
SOO	062538	SOO	062592
SOO	062539	SOO	062593
SOO	062540	SOO	062594
SOO	062541	SOO	062595
SOO	062542	SOO	062596
SOO	062543	SOO	062597
SOO	062544	SOO	062598
SOO	062547	SOO	062599
SOO	062548	SOO	062600
SOO	062549	SOO	062602
SOO	062550	SOO	062603
SOO	062551	SOO	062604
SOO	062552	SOO	062608
SOO	062553	SOO	062610
SOO	062554	SOO	062613
SOO	062555	SOO	062615
SOO	062556	SOO	062616
SOO	062557	SOO	062617
SOO	062558	SOO	062618
SOO	062559	SOO	062619
SOO	062560	SOO	062620
SOO	062561	SOO	062621
SOO	062562	SOO	062623
SOO	062564	SOO	062624
SOO	062565	SOO	062625
SOO	062566	SOO	062626
SOO	062567	SOO	062627
SOO	062568	SOO	062628
SOO	062569	SOO	062629
SOO	062571	SOO	062630
SOO	062572	SOO	062631
SOO	062573	SOO	062632
SOO	062574		

EXHIBIT 2
(Pool 3 - 15 Cars)

<u>Car Initial</u>	<u>Car No.</u>
FURX	950304
FURX	950310
FURX	950312
FURX	950327
FURX	950328
FURX	950337
FURX	950342
FURX	950346
FURX	950320
FURX	950322
FURX	950334
FURX	950336
FURX	950340
FURX	950349
FURX	950354