

RECORDATION NO. 24266-DD FILED

JAN 25 '05 12-18 PM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

January 6, 2005

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 December 30, 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, 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]

Mr. Vernon A. Williams
January 6, 2005
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A description of the railroad equipment covered by the enclosed document is:

1. 60 cars among the railcars listed under recordation number 24266 with the following reporting marks: FURX (44 cars between 890040 – 890172), NOKL (40000), RUSX (9080, 200004 and 200013), SOO (5 cars between 62528 and 62601), TTLX (18 cars between 60145 and 60165), UTTX (60155 and 60157) and WREX (5 cars between 001063 and 001075).
2. 13 cars among the railcars listed under recordation number 24266-B with the following reporting marks: FP (617058), NDYX (490013), NOKL (4 cars between 290022 and 290030), TTLX (5 cars between 60166 and 60175) and UTTX (60172).
3. 20 cars among the railcars listed under recordation number 24266-D with the following reporting marks: DVS (1049 and 1072), NOKL (30000, 524033 and 524040), TTLX (12 cars between 60178 and 60195) and UTTX (60183 - 60184 and 60190).

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 \$32.00 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-DD
JAN 25 '05 12-18 PM
SURFACE TRANSPORTATION BOARD

**PARTIAL TERMINATION OF LEASE
(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. Sixty (60) railcars identified in Exhibit 1 attached hereto. Such security interest was granted pursuant to the Security Agreement, a memorandum of which was filed with the Surface Transportation Board on December 30, 2002 at 3:51 p.m. under Recordation Number 24266-A.
2. Thirteen (13) railcars identified in Exhibit 2 attached hereto. Such security interest was granted pursuant to the Security Agreement, a memorandum of which was filed with the Surface Transportation Board on January 24, 2003 at 11:40 a.m. under Recordation Number 24266-C.
3. Twenty (20) railcars identified in Exhibit 3 attached hereto. Such security interest was granted pursuant to the Security Agreement, a memorandum of which was filed with the Surface Transportation Board on March 13, 2003 at 5:30 p.m. under Recordation Number 24266-E.

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 30th day of December, 2004.

FLEET NATIONAL BANK, LESSOR

By: John F. Cuddy
Name: JOHN F. CUDDY
Title: Assistant Vice President

EXHIBIT 1
(Pool 1 - 60 Cars)

<u>Car</u> <u>Initial</u>	<u>Car</u> <u>No.</u>	<u>Car</u> <u>Initial</u>	<u>Car</u> <u>No.</u>
TTLX	060145	FURX	890158
TTLX	060146	FURX	890159
TTLX	060147	FURX	890160
TTLX	060148	FURX	890161
TTLX	060149	FURX	890162
TTLX	060150	FURX	890163
TTLX	060151	FURX	890164
TTLX	060152	FURX	890165
TTLX	060153	FURX	890166
TTLX	060154	FURX	890167
TTLX	060156	FURX	890168
TTLX	060159	FURX	890169
TTLX	060160	FURX	890170
TTLX	060161	FURX	890171
TTLX	060162	FURX	890172
TTLX	060163	NOKL	040000
TTLX	060164	RUSX	009080
TTLX	060165	RUSX	200004
UTTX	060155	RUSX	200013
UTTX	060157	SOO	062528
FURX	890040	SOO	062532
FURX	890067	SOO	062545
FURX	890150	SOO	062570
FURX	890151	SOO	062601
FURX	890152	WREX	001070
FURX	890153	WREX	001072
FURX	890154	WREX	001063
FURX	890155	WREX	001066
FURX	890156	WREX	001075
FURX	890157		

EXHIBIT 2
(Pool 2 - 13 Cars)

<u>Car Initial</u>	<u>Car No.</u>
NOKL	290022
NOKL	290027
NOKL	290028
NOKL	290030
TTLX	060166
TTLX	060167
TTLX	060169
TTLX	060170
TTLX	060171
TTLX	060175
UTTX	060172
FP	617058
NDYX	490013

EXHIBIT 3
(Pool 3 - 20 Cars)

<u>Car Initial</u>	<u>Car No.</u>	<u>Car Initial</u>	<u>Car No.</u>
TTLX	060178	TTLX	060194
TTLX	060179	TTLX	060195
TTLX	060181	UTTX	060183
TTLX	060182	UTTX	060184
TTLX	060186	UTTX	060190
TTLX	060187	DVS	001049
TTLX	060188	DVS	001072
TTLX	060189	NOKL	524033
TTLX	060191	NOKL	524040
TTLX	060192	NOKL	030000