

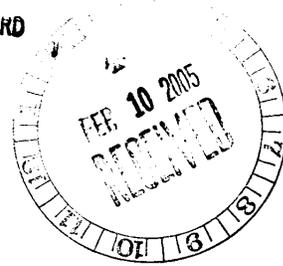
February 9, 2005

RECORDATION NO. 24104-A FILED

FEB 10 '05 3-42 PM

SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W. - Room 704  
Washington, DC 20423-0001



Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the secondary document described below. As an attorney representing one of the parties in this transaction, I have knowledge of the matters described in this letter.

The secondary document is as follows: Termination of Lease, dated May 3, 2004, by Sperry Rail, Inc. ("Lessee") and Key Equipment Finance, a Division of Key Corporate Capital Inc., successor to KeyCorp Leasing LTD ("Lessor"). The primary document to which this is connected is recorded under Recordation No. 24104.

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

Lessee	Sperry Rail, Inc. 46 Shelter Road Danbury, Connecticut 06810
Lessor	Key Equipment Finance, a Division of Key Corporate Capital Inc. 66 South Pearl Street, 8 <sup>th</sup> Floor Albany, New York 12207

The description of the Equipment covered by the aforesaid Termination of Lease is as set forth on Exhibit A hereto.

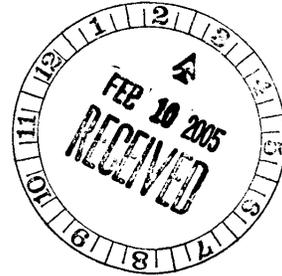
A fee of thirty-two dollars (\$32.00) is enclosed. Please time and date stamp the enclosed originals as proof of filing and recordation of the enclosed document and return the original of such document not needed by the Board for recordation to:

Christopher.Rassi@ThompsonHine.com Phone 216.566.5530 Fax 216.566.5800

jl 11051250.5

Mr. Vernon A. Williams  
Page 2

Christopher M. Rassi, Esq.  
Thompson Hine LLP  
3900 Key Center  
127 Public Square  
Cleveland, Ohio 44114-1291



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

Termination of Lease

If you have any questions or need further information, please do not hesitate to contact the undersigned at (216) 566-5530.

Sincerely,

THOMPSON HINE LLP

By *Christopher M. Rassi*  
Christopher M. Rassi

Enclosures

cc: Leslee W. Miraldi, Esq., Thompson Hine LLP

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### Termination of Lease

SURFACE TRANSPORTATION BOARD

This Termination of Lease constitutes the acknowledgement of the undersigned parties that Memorandum of Lease Agreement Equipment Schedule 07 dated as of September 5, 2002 ("Schedule") which was made a part of the Master Equipment Lease Agreement dated as of July 29, 1997 as amended ("Master Lease") between Key Equipment Finance, a Division of Key Corporate Capital Inc., as the lessor, and Sperry Rail, Inc., as the lessee, has expired or terminated as to all equipment leased thereunder and which is more specifically described on Exhibit A hereto.

Such Schedule was filed with the Surface Transportation Board on September 12, 2002 at 12:21 p.m. under Recordation Number 24104.

This Termination of Lease may be executed by the parties on separate counterparts.

Dated as of ~~April~~ <sup>May 3</sup>, 2004.

Key Equipment Finance,  
a Division of Key Corporate Capital Inc.

Sperry Rail, Inc.

By: [Signature]  
Name: Michael A. Wood  
Title: Regional Business Unit Manager

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

STATE OF NEW YORK )  
 ) ss.:  
COUNTY OF ALBANY )

STATE OF \_\_\_\_\_ )  
 ) ss.:  
COUNTY OF \_\_\_\_\_ )

On this 28<sup>th</sup> day of April, 2004, before me the subscriber personally appeared Michael A. Wood, who being by me duly sworn, did depose and say; that he resides at Rensselaer County, State of New York; that he is a Regional Business Unit Manager of Key Equipment Finance, a Division of Key Corporate Capital Inc., the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by order of the Board of Directors of said corporation.

On this \_\_\_\_\_ (Day) day of \_\_\_\_\_ (Month), \_\_\_\_\_ (Year), before me the subscriber personally appeared \_\_\_\_\_, who being by me duly sworn, did depose and say; that (s)he resides at \_\_\_\_\_ County, State of \_\_\_\_\_; that (s)he is a \_\_\_\_\_ of \_\_\_\_\_, the corporation described in and which executed the foregoing instrument; and that (s)he signed his/her name thereto by order of the Board of Directors of said corporation.

[Signature]  
NOTARY PUBLIC

\_\_\_\_\_  
NOTARY PUBLIC

My Commission Expires:

My Commission Expires:

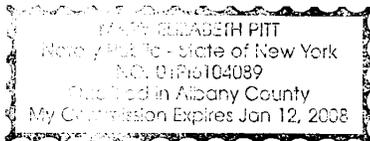


EXHIBIT A  
To Termination of Lease

Operating Unit	Year	Make of Vehicle	VIN #	TAG #
RFD 150	85	CHEVY VAN	1GBK6S1F8FV210464	RP6522
RFD 250	88	GMC S6000	1GDM6P1F2JV518249	RP6527
RFD 230	89	INTRL S SERIES	1HTLDTVR2KH662728	RP6525
RFD 220	90	GMC PS6500	1GDM6T1G5LV514068	RP6524
RFD 240	90	GMC PS6500	1GDM6T1G9LV514185	RP6526
RFD 260	92	INTRL 4000 SERIES	1HTSDPPP0NH441146	RP6528
RFD 270	92	INTER 4000 SERIES	1HTSDPPP2NH441147	RP6529
RFD 280	93	INTER 4000 SERIES	1HTSDPPP2PH494661	RP6530
RFD 290	93	INTERNATIONAL	1HTSDPPP5PH508519	RP6531
RFD Chase 1	93	Chev 2500 Suburban 4X4	1GNGK26K5PJ373155	UAD849
RFD 1010	94	INTERN 4000 SERIES	1HTSDAAP5RH599820	RP6506
RFD 1020	95	INTERN 4000 SERIES	1HTSDAAPXSH253512	RP6507
RFD 1030	95	INTERNL	1HTSDAAP1SH253513	RP6508
RFD 1135	95	INTERN	1HTSDAAPXSH205072	RP6533
RFD 1145	95	INTERNATIONAL	1HTSDAAP1SH205073	RP6532
RFD 1040	96	INTERN 4000 SERIES	1HTSDAAP8TH271220	RP6509
RFD 1050	96	INTERN 4000 SERIES	1HTSDAAPXTH271221	RP6510
RFD 1085	96	INTERNL	1HTSDAAP1TH271222	RP6514
RFD Chase 3	96	Ford Explorer	1FMDU34XXTUA44028	RPK840
RFD 1060	97	INTERN	1HTSDAAP4VH430284	RP6511
RFD 1070	97	INTERN 4000 SERIES	1HTSDAAP6VH430285	RP6512
RFD 1080	97	INTERNL	1HTSDAAP0VH459958	RP7490
RFD 1125	97	INTERNL	1HTSDAAP2VH430283	RP6519
RFD 1090	98	INTERN 4000 SERIES	1HTSDAAP4WH545484	RP6515
RFD 1100	99	INTERN 4000 SERIES	1HTSDAAP9XH574447	RP6517
RFD 1110	99	INTERN 4000 SERIES	1HTSDAAP0XH574448	RP6517
RFD 1120	99	INTERN 4000 SERIES	1HTSDAAP2XH574449	RP6518
RFD 1130	99	INTERN 4000 SERIES	1HTSDAAP7XH662252	RP6520
RFD 1140	99	INTERN 4900 SERIES	1HTSDAAP9XH662253	RQ1824
RFD 1150	99	INTERN 4900 SERIES	1HTSDAAP0XH662254	RQ3511
RFD 1160	2000	INTERN 4900 SERIES	1HTSDAAP1YH312083	RQ4795
RFD 1170	2000	INTERN 4900 SERIES	1HTSDAAP3YH312084	RQ5003
RFD 1180	2000	INTERN 4900 SERIES	1HTSDAAP5YH312085	RQ6208
RFD 1190	2000	INTERN 4900 SERIES	1HTSDAAP7YH312086	RQ6475
RFD Chase 2	2000	Chev 2500 Suburban 4X4	3GNGK26U4YG195078	SJB191
RFD 1200	2001	Intern 4000 Series	1HTSDAAP21H312082	RR0022
RFD Chase 4	2001	Ford F 350 Crew Cab 4X4	3FTSW31F31MA48070	1639JZ
RFD Chase 5	2001	Ford F 350 Crew Cab 4X4	1FTSW31F41ED02780	1642JZ
RFD Chase 6	2001	Ford F 350 Crew Cab 4X4	1FTSW31FX1EC42245	1641JZ
RFD Chase 7	2001	Ford F 350 Crew Cab 4X4	3FTSW31F71MA75188	1764JZ
RFD Chase 8	2001	Ford F 350 Crew Cab 4X4	1FTSW31F61ED69414	1765JZ
RFD 1210	2002	INTERN 4900 SERIES	1HTSDAAP62H513842	