

20219-B FILED

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OCT 14 '05 3-50 PM

SURFACE TRANSPORTATION BOARD

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20036

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October 14, 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 Memorandum of Lease Termination, dated September 23, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed relates to the Master Lease Agreement which was previously filed with the Commission under Recordation Number 20219.

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

Lessor: US Equipment Lease LLC  
(successor in interest to Mellon Financial  
Services Corporation #3)  
44 Old Ridgebury Road  
Danbury, CT 06810

Lessee: Illinois Central Railroad Company  
455 North Cityfront Plaza Drive  
Chicago, IL 60611

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

Ninety-six (96) gondola cars bearing reporting marks and road numbers IC 295850  
– IC 295945, inclusive.

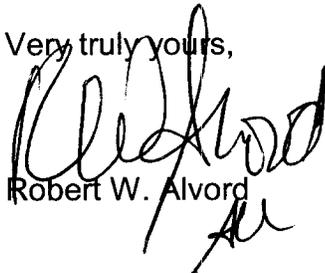
A short summary of the document to appear in the index follows:

Memorandum of Lease Termination

Also enclosed is a check in the amount of \$33.00 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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**MEMORANDUM OF LEASE TERMINATION**  
dated as of October 3, 2005 between **US Equipment Leasing LLC ("USEL")** and **Illinois Central Railroad Company ("IC")**.

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**WHEREAS, Mellon Financial Services Corporation #3** (predecessor-in-interest to USEL) as lessor and IC as lessee entered into: i) a Master Lease Agreement dated as of August 15, 1995, ii) an Equipment Lease Schedule No. 1 dated September 6, 1995 thereto, iii) an Equipment Lease Schedule No. 2 dated September 15, 1995 thereto and iv) an Amendment thereof dated as of August 15, 1995 (collectively, the "Lease");

**WHEREAS,** the Lease covered ninety-six (96) 52'6" 100-ton gondola cars manufactured by Berwick Forge & Fabricating bearing the railroad reporting marks and numbers **IC 295850 to IC 295945 inclusive** (the "Equipment") as more particularly described therein;

**WHEREAS,** on August 9, 1996 at 2:20 P.M., a Memorandum of Equipment Lease was filed with the Surface Transportation Board (the "STB") pursuant to 49 U.S.C. Section 11301 and assigned primary recordation number 20219; and

**WHEREAS,** on March 14, 2001 at 1:22 P.M., such Amendment was similarly filed with the STB and assigned secondary recordation number 20219-A.

**IN WITNESS WHEREOF,** USEL and IC wish to show for the public record that as of the date first above written:

- 1) The Lease was terminated;
- 2) USEL sold the Equipment to IC;

and accordingly, have caused this Memorandum to be executed by their officers thereunto duly authorized.

**US EQUIPMENT LEASING LLC,**

**ILLINOIS CENTRAL RAILROAD COMPANY,**

By: *Kenneth Kola*  
Its: ACCOUNT MANAGER

By: *John T. ...*  
Its: Sr. Manager, Asset Finance

