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RECORDATION NO.

24266-55  
FILED

DEC 01 '05

12-23 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL  
URBAN A. LESTER

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

November 30, 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 November 18, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease which was previously filed with the Board under Recordation Number 24266.

The name and address of the party to the enclosed document are:

Lessor: Bank of America, National Association  
(successor by merger to 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  
November 30, 2005  
Page 2

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

37 railcars within the series FURX 877081 – FURX 877175 and RUSX 009017 – RUSX 009174, each 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 \$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

PARTIAL TERMINATION OF LEASE DEC 01 '05 12-23 PM  
(Surface Transportation Board)  
SURFACE TRANSPORTATION BOARD

This Partial Termination of Lease (this "Partial Termination") terminates the Lease, dated as of December 30, 2002 (the "Lease"), between Bank of America, National Association, successor-by-merger to Fleet National Bank, as Lessor, and Railcar Investment LLC, as Lessee, solely with respect to railcars identified below:

1. Thirty-seven (37) railcars 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.

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 18 day of Nov, 2005.

BANK OF AMERICA, NATIONAL ASSOCIATION, SUCCESSOR-BY-MERGER TO FLEET NATIONAL BANK, LESSOR

By: Margaret E Conway  
Name: Margaret E Conway  
Title: VP



EXHIBIT 1  
(Pool 1 – 37 Cars)

<u>Car Initial</u>	<u>Car No.</u>
RUSX	009017
RUSX	009019
RUSX	009022
RUSX	009037
RUSX	009039
RUSX	009056
RUSX	009059
RUSX	009064
RUSX	009066
RUSX	009072
RUSX	009074
RUSX	009077
FURX	877081
FURX	877086
RUSX	009090
FURX	877091
RUSX	009095
RUSX	009099
FURX	877111
FURX	877119
RUSX	009129
RUSX	009132
RUSX	009137
FURX	877143
RUSX	009147
FURX	877149
FURX	877150
RUSX	009153
RUSX	009154
FURX	877158
RUSX	009163
FURX	877164
RUSX	009165
RUSX	009166
RUSX	009171
RUSX	009174
FURX	877175

**PARTIAL RELEASE OF SECURITY INTEREST  
(Surface Transportation Board)**

The undersigned, WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, in its capacity as Administrative Agent (the "Bank"), does hereby terminate, release and discharge a security interest held by the Bank pursuant to the Security Agreement dated December 30, 2002 (the "Security Agreement"), between the Bank and Bank of America, National Association, successor-by-merger to Fleet National Bank, as Grantor, insofar as the same encumbers that certain railroad equipment identified below:

1. Thirty-seven (37) 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.

Capitalized terms used herein, but not otherwise defined herein, shall have the meanings assigned in the Security Agreement or otherwise referenced therein.

Nothing herein contained shall be deemed to discharge, terminate or release any other collateral held by the Bank or any other assets or property of Bank of America, National Association, successor-by-merger to Fleet National Bank, encumbered by the Security Agreement in favor of the Bank.

Dated this \_\_\_\_ day of \_\_\_\_\_, 2005.

WELLS FARGO BANK NORTHWEST,  
NATIONAL ASSOCIATION

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

STATE OF UTAH                    )  
  )  
COUNTY OF SALT LAKE        )        ss.

The foregoing instrument was acknowledged before me, the undersigned Notary Public, on this \_\_\_ day of \_\_\_\_\_, 2005 by \_\_\_\_\_, as \_\_\_\_\_ of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

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

My Commission Expires: \_\_\_\_\_

[Notarial Seal]

**EXHIBIT 1**  
**(Pool 1 - 37 Cars)**

<u>Car Initial</u>	<u>Car No.</u>
RUSX	009017
RUSX	009019
RUSX	009022
RUSX	009037
RUSX	009039
RUSX	009056
RUSX	009059
RUSX	009064
RUSX	009066
RUSX	009072
RUSX	009074
RUSX	009077
FURX	877081
FURX	877086
RUSX	009090
FURX	877091
RUSX	009095
RUSX	009099
FURX	877111
FURX	877119
RUSX	009129
RUSX	009132
RUSX	009137
FURX	877143
RUSX	009147
FURX	877149
FURX	877150
RUSX	009153
RUSX	009154
FURX	877158
RUSX	009163
FURX	877164
RUSX	009165
RUSX	009166
RUSX	009171
RUSX	009174
FURX	877175