



**DLA PIPER RUDNICK
GRAY CARY**

DLA Piper Rudnick Gray Cary US LLP
203 North LaSalle Street, Suite 1900
Chicago, Illinois 60601-1293
T 312.368.4000
F 312.236.7516
W www.dlapiper.com

RECORDATION NO. 16649-G FILED

JAN 12 '06 3-19 PM

SURFACE TRANSPORTATION BOARD

DAVID E. SINGER
david.singer@dlapiper.com
T 312.368.3497 F 312.630.2793

January 11, 2006

Via Overnight Delivery

Mr. Vernon A. Williams
Secretary
Office of the Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423

**JAN 12 2006
RECEIVED**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are one executed original and two photostatic copies of the Termination of Lease, dated as of January 9, 2006 (the "Termination") by Citicorp Railmark, Inc., as lessor, which Termination is a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents. The enclosed Termination relates to that certain Memorandum of Rider to Railcar Lease Agreement, dated as of January 22, 1990, between Citicorp Railmark, Inc. and General Electric Company, which duly recorded and filed with the Interstate Commerce Commission (as predecessor to the Surface Transportation Board on January 26, 1990, and assigned recordation number 16649-C.

The name and address of the party to the enclosed Termination of Lease is:

Lessor: Citicorp Railmark, Inc.
388 Greenwich Street, 20th Floor
New York, NY 10013

A description of the railroad equipment covered by the enclosed document is set forth in Exhibit A to the 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.



Mr. Vernon A. Williams
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Kindly return two stamped photostatic copies of the Termination of Lease and the stamped photostatic copy of this letter to David Singer at DLA Piper Rudnick Gray Cary US LLP, 203 North LaSalle Street, Suite 1900, Chicago, Illinois 60601.

Following is a short summary of the enclosed document:

Secondary Document to be Recorded

Termination of Lease, dated as of January 9, 2006, by Citicorp Railmark, Inc., as lessee.

Document to Which the Secondary Document Relates

Memorandum of Rider to Railcar Lease Agreement, dated as of January 22, 1990, between Citicorp Railmark, Inc., as lessor, and General Electric Company, as lessee, which was previously filed with the Interstate Commerce Commission (as predecessor to the Surface Transportation Board) on January 26, 1990, and assigned recordation number 16649-C.

Sincerely,

DLA PIPER RUDNICK GRAY CARY US LLP

A handwritten signature in black ink, appearing to read "David E. Singer".

David E. Singer

Enclosures

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TERMINATION OF LEASE

SURFACE TRANSPORTATION BOARD

Citicorp Railmark, Inc., as lessor ("CitiRail") and General Electric Company, as lessee (the "Lessee") previously entered into that certain Railcar Net Leasing Agreement dated as of November 28, 1989 (the "Equipment Lease"), and that certain Rider to Railcar Lease Agreement dated January 22, 1990 (the "Rider"; the Rider and the Equipment Lease as it relates to the Rider are collectively referred to as the "Lease"), with respect to the lease by the Lessee of three hundred forty five (345) railcars described on Exhibit A hereto (the "Cars").

A Memorandum of Rider to Railcar Lease Agreement dated as of January 22, 1990 between CitiRail and Lessee, relating to the Lease and the Cars, was duly filed and recorded with the Interstate Commerce Commission (as predecessor to the Surface Transportation Board) on January 26, 1990 under Recordation Number 16649-C.

This Termination of Lease acknowledges for the public record that the Lease has terminated.

This Termination of Lease shall not impair or terminate any of the rights and obligations of the parties under the Lease that expressly survive its termination.

Dated this 9th day of January, 2006.

I certify that I hold the title set forth below, that this instrument was signed on behalf of Citicorp Railmark, Inc. by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Citicorp Railmark, Inc. I further declare under penalty of perjury that the foregoing is true and correct.

CITICORP RAILMARK, INC.

By: 
Name:
Title: VICE PRESIDENT

EXHIBIT A

Three hundred forty five (345) covered hopper cars, marked as follows:

BWCX 1001-1005, inclusive;
BWCX 1075-1119, inclusive;
BWCX 1151-1158, inclusive;
BWCX 1198-1305, inclusive; and
BWCX 1306-1484