

LAW OFFICES  
ALLEN H. HARRISON, JR.  
SUITE 706  
2009 NORTH 14<sup>TH</sup> STREET  
ARLINGTON, VIRGINIA 22201

RECORDATION NO. 22238-B FILED

JUL 24 '06 11-22 AM

SURFACE TRANSPORTATION BOARD

TELEPHONE (703) 524-8309  
FAX (703) 524-3035

July 24, 2006

**Recordation No. 22238-B**

Dear Mr. Williams:

On behalf of Chicago Freight Car Leasing Company I submit for filing and recording under 49 U.S.C. § 11301 (a) and the regulations applicable thereunder, executed counterparts of a secondary document, not previously recorded, entitled Memorandum of Termination of Two Railroad Cars ("Two Car Termination") dated as of July 20, 2006.

The parties to the enclosed Two Car Termination are:

Chicago Freight Car Leasing Company - LESSEE  
Suite 7000  
One O'Hare Centre  
6250 North River Road  
Rosemont, IL 60018

ICX Corporation, d/b/a RBS Asset Finance - LESSOR  
Suite 200  
Three Summit Park Drive  
Cleveland, OH 44131

The said Two Car Termination, among other things, acts to terminate and remove from that certain Memorandum of Lease ("Lease") recorded under Recordation No. 22238 cars CRDX 12579 and CRDX 12584, and should be recorded under the next available letter under Recordation No. 22238, which letter we believe to be "-B".

The equipment covered by the instant Two Car Termination is CRDX 12579 and CRDX 12584.

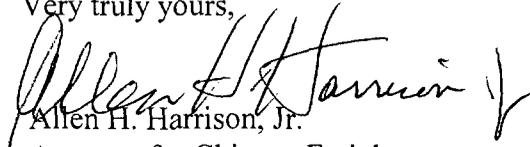
A short summary of the Two Car Termination to appear in the Surface Transportation Board Index is as follows:

"Termination and removal of CRDX 12579 and 12584 from lease under Recordation No. 22238".

Enclosed is a check in the amount of thirty four dollars (\$34.00) in payment of the filing fee.

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter from the Surface Transportation Board acknowledging the filing, and two extra copies of this letter of transmittal.

Very truly yours,



Allen H. Harrison, Jr.

Attorney for Chicago Freight  
Car Leasing Company,  
*for the purpose of this filing.*

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

Enclosures

BY HAND

8212-020

18-JUL-06 13:25 FROM:BT

ID: 7035202178

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RECORDATION NO. 22238-B FILED

MEMORANDUM OF TERMINATION  
OF TWO RAILROAD CARS  
(CRDX 12579 AND CRDX 12584)  
FROM  
MEMORANDUM OF LEASE DATED JULY 1, 1999  
RECORDED UNDER RECORDATION No. 22283

JUL 24 '06 11-22 AM

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF TERMINATION OF TWO RAILROAD CARS is made as of this 20<sup>th</sup> day of July, 2006 by ICX Corporation, original lessor ("Lessor") in the above-captioned lease ("Lease").

WHEREAS, the Lessor did lease to Chicago Freight Car Leasing Co. ("Lessee") among others, cars CRDX 12579 and CRDX 12584, which cars were among, and a part of, the total fifteen (15) super hopper conversion cars subject to the Lease; and

WHEREAS, car CRDX 12579 suffered a casualty and was removed from the Lease, car CRDX 12584 was sold by Lessor to Lessee in May 2004 and the remaining thirteen (13) of the original fifteen (15) cars were assigned by the Lessor (d/b/a RBS Asset Finance) with the Lease to LaSalle National Leasing Corporation, a Memorandum of Assignment being recorded December 27, 2005 under Recordation No. 22238-A;

NOW, THEREFORE, this Memorandum of Termination of Two Railroad Cars is recorded for the purpose of officially terminating and removing of record in the files of the Surface Transportation Board the aforesaid two identified cars from the Lease.

IN WITNESS WHEREOF, the party hereto has executed this Memorandum of Termination of Two Railroad Cars as of the day, month and year first herein above written.

ICX Corporation, d/b/a RBS Asset Finance

By: *Dennis J. Diemer*

Name: Dennis J. Diemer  
Vice President

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

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STATE OF OHIO )  
 ) SS:  
COUNTY OF CUYAHOGA )

On this 20<sup>th</sup> day of JULY, 2006 before me personally appeared DENNIS J. DIEMER, to me personally known, who being by me duly sworn, says that he/she is the VICE PRESIDENT of ICX Corporation, d/b/a RBS Asset Finance ("Corporation"), that the foregoing instrument was signed on behalf of Corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of Corporation.

IN WITNESS WHEREOF, I have hereto set me hand and official seal.

Debra A. Grim

Notary Public

My Commission expires:

**DEBRA A. GRIM**

**NOTARY PUBLIC • STATE OF OHIO**

My commission expires Dec. 3, 2006