



DONELAN CLEARY
WOOD & MASER, P.C.

RECORDED 9750-D FILED

FEB 2 '00 11-49 AM

SURFACE TRANSPORTATION BOARD

February 2, 2000

Via Hand Delivery

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

Dear Secretary Williams:

Enclosed for recordation, under the provisions of 49 U.S.C. § 11301(a) and the regulations promulgated thereunder, are executed counterparts of a Full Termination of Lease, dated December 1, 1999, by and between Residual Based Finance Corporation ("Lessor"), as assignee of LaSalle National Trust, N.A., as successor to Exchange National Bank of Chicago, and General Electric Railcar Services Corporation ("Lessee"), as successor to NAC Leasing Corporation, a secondary document not previously recorded.

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

LESSOR Residual Based Finance Corporation
Three First National Plaza
Suite 1240
Chicago, Illinois 60602

LESSEE General Electric Railcar Services
Corporation
33 West Monroe Street
Chicago, Illinois 60603

The said Full Termination of Lease terminates and cancels of record that certain Lease, dated as of September 15, 1978, (the "Lease"), as assigned, amended and supplemented, covering certain locomotives, and recorded with the Interstate Commerce Commission on October 10, 1978, under Recordation No. 9750. The said Full Termination of Lease should be recorded under the next available letter under Recordation No. 9750.

The locomotives covered by this Full Termination of Lease are all units identified in the aforesaid lease recorded under Recordation No. 9750, as assigned, amended and supplemented.

ATTORNEYS AND COUNSELORS AT LAW

1100 New York Avenue, N.W., Suite 750, Washington, D.C. 20005-3934, Tel. 202-371-9500, Fax 202-371-0900

R-5



Letter to Honorable Vernon A. Williams
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A short summary of this Full Termination of Lease to appear in the STB index is as follows:

“Full Termination of Lease under 9750, as assigned,
amended and supplemented.”

Enclosed is a check in the amount of \$ 26.00 for the required recording fee.

Once the filing has been made, please return to bearer the stamped counterparts not needed for your files, together with the fee receipt, the letter from the secretary acknowledging the filing, and the extra copies of this letter of transmittal.

Very truly yours,

A handwritten signature in black ink, appearing to read 'John K. Maser III'.

John K. Maser III
*Attorney for Purposes of this Filing for Residual
Based Finance Corporation and General Electric
Railcar Services Corporation*

Enclosure
7325-020

FULL TERMINATION OF LEASE FEB 2 '00 11:49 AM

THIS FULL TERMINATION OF LEASE, made this ~~1~~ day of December, 2000 by and between Residual Based Finance Corporation ("Lessor"), as assignee of La Salle National Trust, N.A., as successor to Exchange National Bank of Chicago, and General Electric Railcar Services Corporation ("Lessee"), as successor to NAC Leasing Corporation.

WHEREAS, Exchange National Bank of Chicago, as lessor, and NAC Leasing Corporation, as lessee, entered into that certain Lease dated as of September 15, 1978 (the "Lease") for the lease of certain locomotives, and the Lease was recorded with the Interstate Commerce Commission on October 10, 1978, under Recordation Nos. 9747-E and 9750; and

WHEREAS, La Salle National Trust, N.A. (successor to Exchange National Bank of Chicago) as lessor, assigned its interest in the Lease to Residual Based Financial Corporation and said assignment was recorded with the Interstate Commerce Commission on February 14, 1994 under Recordation Nos. 9747-L and 9750-A; and

WHEREAS, Lessor and Lessee desire to confirm that the Lease has been fully terminated and cancelled.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the sufficiency and receipt of which is acknowledged, Lessor and Lessee, intending to be legally bound, agree as follows:

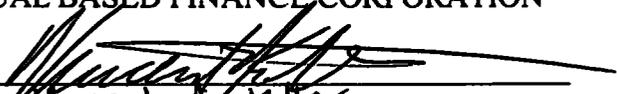
1. Lessor and Lessee hereby confirm that the Lease, as assigned, amended and supplemented, is fully terminated and cancelled and all leased equipment covered therein or thereby is discharged therefrom. This termination, however, does not apply to provisions of the Lease which by their terms survive such termination.

2. The parties agree that this Full Termination of Lease will be recorded with the Surface Transportation Board in order to show for the public record the full and complete termination of the Lease.

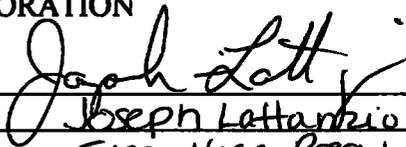
3. This Full Termination of Lease may be executed by the parties in one or more counterparts (or upon separate signature pages bound together in one or more counterparts) which together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, Lessor and Lessee have each caused this Full Termination of Lease to be duly executed by their authorized officers as of the day and year first above written.

RESIDUAL BASED FINANCE CORPORATION

By: 
Name: Vincent A. Kolber
Title: President

GENERAL ELECTRIC RAILCAR SERVICES CORPORATION

By: 
Name: Joseph Lettambio
Title: Exec. Vice President

STATE OF Illinois)
)
COUNTY OF Cook)

FEB 2 '00 11:49 AM

SURFACE TRANSPORTATION BOARD

On this 22nd day of December, 1999, before me personally appeared Joseph Lattanzio to me personally known, who, being duly sworn, did say that he/she is Exec. Vice President of General Electric Railcar Services Corporation, and that the foregoing instrument was signed on behalf of such corporation by authority of its Board of Directors, and he/she acknowledged that execution of the foregoing instrument was the free act and deed of such corporation.



Ricki Knapp
Notary Public

My Commission Expires:

10/01/01

STATE OF ILLINOIS)
)
COUNTY OF COOK)

On this 29 day of December, 1999, before me personally appeared Vincent A. Kolber to me personally known, who, being duly sworn, did say that he/she is President of Residual Based Finance Corporation, and that the foregoing instrument was signed on behalf of such corporation by authority of its Board of Directors, and he/she acknowledged that execution of the foregoing instrument was the free act and deed of such corporation.

Barbara T. Hamielec
Notary Public

My Commission Expires:

09.10.02

