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RECORDATION NO. 12139-E
FILED
DEC 11 '98 2-48PM

David C. Reeves
Admitted Only in Virginia
Practice Limited to Federal
Courts and Agencies

202-274-2932

December 11, 1998

VIA HAND DELIVERY

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, NW
Room 704
Washington, D.C. 20423

RE: Railcar File No. 12139
Cars BM5200-5299, inclusive (except BM 5294 and BM 5297)

Dear Secretary Williams:

I am enclosing herewith an original and 2 duplicate originals/conformed copies of the document described below, to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code.

This document is a Termination of Lease, a secondary document, dated December 8 and 9, 1998. The primary document to which this is connected is recorded under Recordation No. 12139.

The names and addresses of the parties to the document are as follows:

Owner/Trustee/Lessor:

First Security Bank, N.A., formerly known as First State Bank of Utah, N.A.
79 South Main Street
Salt Lake City, UT 84111

Carroll T. Reynolds - Reeves

The Honorable Vernon A. Williams
December 11, 1998
Page 2

Lessee:
Boston and Maine Corporation
Iron Horse Park
West Billerica, MA 01862

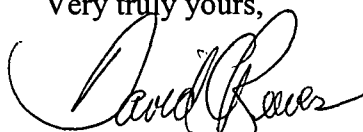
A description of the equipment covered by the document follows:

100, 3000 cubic foot, 100-ton covered hopper cars, Portec
Specifications No. H-100-780626, bearing identifying road
numbers BM5200-5299, inclusive

A short summary of the document to appear in the index follows: By Termination of
Lease dated December 8 and 9, 1998, First Security Bank, N.A., and Boston and Maine
Corporation, terminate their lease agreement filed with the Interstate Commerce Commission
(now Surface Transportation Board) August 28, 1980 in Recordation No. 12139.

Please charge the fee for these filings to this firm's account with the Surface
Transportation Board, Acct. No. 22239. Please return all enclosed documents not needed by the
Board for recordation to the undersigned.

Very truly yours,



David C. Reeves
Attorney for General Electric Capital Corporation

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

David C. Reeves
Troutman Sanders LLP
1300 I Street, NW., Ste. 500 East
Washington, DC., 20005-3314

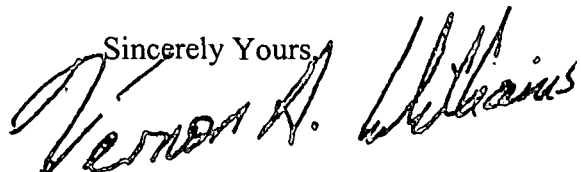
Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301

and 49 CFR 1177.3(c), on 12/11/98 at 2:48 PM , and

assigned recordation number(s). 12139-E , 21869, 21869-A, 21869-B and 21869-C.

Sincerely Yours,



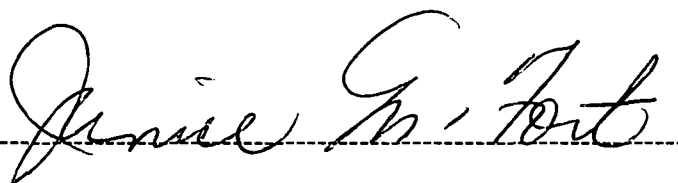
Vernon A. Williams

Enclosure(s) 5)

130.00

\$_____ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature-----



DEC 11 '98 2-48 PM

Termination of Lease

The undersigned, being the parties to the January 15, 1980 Lease Agreement, as amended (the "Lease"), which was filed with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) under Recordation No. 12139, acknowledge and agree that the Lease has [expired] [been terminated].

12/8, 1998

FIRST SECURITY BANK, N.A. f/k/a/

FIRST SECURITY BANK OF UTAH, N.A. not in its individual capacity but solely as Trustee under a Trust Agreement dated January 15, 1980 with General Electric Credit Corporation.

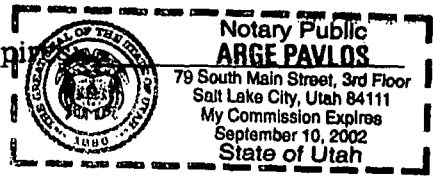
By: [Signature]
Asst. Vice President
Title: _____

State of Utah)
County of Salt Lake) ss

On this 8th day of December, 1998, before me personally appeared DAIN W. BROWN, to me personally known, who, by me being duly sworn, says that he is the Asst. Vice President of FIRST SECURITY BANK, N.A., that the foregoing instrument was signed on behalf of such corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

[Seal] [Signature]
Notary Public

my commission expires _____



~~ROBERT W. MERVE AND BENJAMIN H. LACY~~
~~Trustees of the Property of BOSTON AND~~
~~MAINE CORPORATION, Debtor~~

By: Michael A. Holms

Title: SENIOR VICE PRESIDENT

State of MASSACHUSETTS)
County of MIDDLESEX) ss

On this 9th day of DECEMBER, 1998, before me personally appeared MICHAEL A. HOLMS, to me personally known, who, by me being duly sworn, says that he is the SENIOR VP of Boston and Maine Corp., that the foregoing instrument was signed on behalf of such corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

[Seal]

[Signature]
Notary Public

my commission expires: 7/6/2001