

ALVORD AND ALVORD PLLC SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

September 27, 2016

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Partial Termination, dated as of September 26, 2016, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Assignment and Assumption Agreement previously filed with the Board under Recordation Number 29338.

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

Lessor: Midwest Railcar Corporation
4949 Autumn Oaks Drive
Maryville, IL 62062

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

40 railcars within the series KO 20912 – KO 21005 are TERMINATED as set forth below:

KO 020912
KO 020918
KO 020919
KO 020920
KO 020923
KO 020924
KO 020925
KO 020928

KO 020930
KO 020933
KO 020937
KO 020941
KO 020943
KO 020946
KO 020948
KO 020951
KO 020952
KO 020954
KO 020957
KO 020958
KO 020960
KO 020961
KO 020962
KO 020965
KO 020966
KO 020974
KO 020975
KO 020976
KO 020977
KO 020982
KO 020983
KO 020984
KO 020985
KO 020986
KO 020990
KO 020993
KO 021000
KO 021002
KO 021004
KO 021005

A short summary of the document to appear in the index is:

Partial Termination.

Also enclosed is a check in the amount of \$45.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Section Chief
September 27, 2016
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Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in blue ink, appearing to read "E. Luria", with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

PARTIAL TERMINATION

THIS PARTIAL TERMINATION (this “Termination”) dated as of September 26, 2016 is by MIDWEST RAILCAR CORPORATION (as successor-by-assignment to General Electric Railcar Services Corporation) (“Lessor”).

Lessor was leasing railcars to Kansas & Oklahoma Railroad, Inc., as lessee (“Lessee”) pursuant to that certain Rider No. 18 dated July 18, 2008 (the “Rider”), incorporating the terms of that certain Car Leasing Agreement No. 1921-83-0 dated and effective August 1, 2003, each by and between Lessee, as lessee, and Lessor, as successor lessor (the Rider, incorporating such Master Railcar Lease as it relates to the railcars listed therein, the “Lease”).

An Assignment and Assumption Agreement dated as of June 30, 2010 by and between General Electric Railcar Services Corporation, as assignor, and Lessor, as assignee, was filed with the Surface Transportation Board on July 6, 2010 and assigned recordation number 29338.

The railcars leased by Lessor to Lessee pursuant to Lease include the forty (40) railcars bearing the following reporting marks and numbers (the “Released Railcars”):

<u>No.</u>	<u>Reporting Marks and Numbers</u>
1.	KO 020912
2.	KO 020918
3.	KO 020919
4.	KO 020920
5.	KO 020923
6.	KO 020924
7.	KO 020925
8.	KO 020928
9.	KO 020930
10.	KO 020933
11.	KO 020937
12.	KO 020941
13.	KO 020943
14.	KO 020946
15.	KO 020948
16.	KO 020951
17.	KO 020952
18.	KO 020954
19.	KO 020957
20.	KO 020958
21.	KO 020960
22.	KO 020961

- 23. KO 020962
- 24. KO 020965
- 25. KO 020966
- 26. KO 020974
- 27. KO 020975
- 28. KO 020976
- 29. KO 020977
- 30. KO 020982
- 31. KO 020983
- 32. KO 020984
- 33. KO 020985
- 34. KO 020986
- 35. KO 020990
- 36. KO 020993
- 37. KO 021000
- 38. KO 021002
- 39. KO 021004
- 40. KO 021005

This is to show for the public record that the lease term of the Lease for the Released Railcars has ended.

For the avoidance of doubt, nothing herein shall be interpreted to affect the lease of the other railcars (other than the Released Railcars) subject, and pursuant, to the Lease.

[signature appears on the following page]

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: September 27, 2016

Edward M. Luria

Edward M. Luria