RECORDATION NO. 30029-C FILED
January 06, 2015 01:05 PM
SURFACE TRANSPORTATION BOARD

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

January 6, 2015

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 Termination of Security Interests, dated as of January 5, 2015, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Security Interest, as amended and supplemented, previously filed with the Board under Recordation Number 30029.

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

Borrower: GATX Corporation
GATX Corporation
222 West Adams Street
Chicago, IL 60601

Mortgagee: Citizens Asset Finance, Inc. (f/k/a RBS Asset Finance, Inc.)
71 S. Wacker Drive, Suite 2800
Chicago, IL 60606

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

All railcars covered by the Memorandum of Security Interest filed under Rec. No. 30029 are TERMINATED, including but not limited to cars within the following series: GACX 008764 – GACX 032859; GATX 00970 – GATX 209848, GLIX 007001 – GLIX 007160, and MWAX 001611 – MWAX 001750 as more particularly set forth on the attachment to the document.

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

Termination of Security Interest.

Also enclosed is a check in the amount of $43.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

for

Edward M. Luria

EML/cem
Enclosures

RECORDATION NO. 30029-C FILED
January 06, 2015 01:05 PM
SURFACE TRANSPORTATION BOARD

TERMINATION OF SECURITY INTEREST

THIS TERMINATION OF SECURITY INTEREST ("**Termination**") dated as of December 31, 2014 between **GATX CORPORATION** (the "**Borrower**") and **CITIZENS ASSET FINANCE, INC. f/k/a RBS ASSET FINANCE, INC.** (the "**Mortgagee**" and together with the Borrower, the "**Parties**"). Capitalized terms used in this Termination and not otherwise defined herein shall have the meanings (by cross-reference or otherwise) in the Security Agreement (as defined below).

WHEREAS, the Borrower and the Mortgagee are parties to that certain Security Agreement dated as of December 16, 2011 (as amended, modified and supplemented from time to time, the "**Security Agreement**");

WHEREAS, the Borrower and the Mortgagee are parties to that certain Memorandum of Security Agreement, dated as of December 19, 2011, copies of which were recorded with (i) the Surface Transportation Board (the "**STB**") on December 19, 2011 at 10:30 a.m. and assigned recordation number 30029 and (ii) the Registrar General of Canada (the "**RGC**") on December 19, 2011;

WHEREAS, the Borrower is party to that certain Memorandum of Security Agreement Supplement No. 1, dated as of December 19, 2011, copies of which were recorded with (i) the STB on December 19, 2011 at 10:30 a.m. and assigned recordation number 30029-A and (ii) the RGC on December 19, 2011;

WHEREAS, the Borrower and the Mortgagee are parties to that certain Amendment No. 1 to Security Agreement Supplement No. 1, dated as of June 13, 2012, copies of which were recorded with (i) the STB on June 13, 2012 at 10:00 a.m. and assigned recordation number 30029-B and (ii) the RGC on June 13, 2012; and

WHEREAS, the Borrower and the Mortgagee now desire to terminate and cancel the Mortgagee's security interest in and mortgage lien upon all right, title and interest of the Borrower in and to certain railroad equipment listed on Exhibit A attached hereto (collectively, the "**Collateral**").

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

1. The Mortgagee hereby terminates and cancels the Mortgagee's security interest in and mortgage lien upon all right, title and interest of the Borrower in and to the Collateral, effective as of the date of this Termination (the "**Effective Date**") in accordance with the terms and conditions of the Security Agreement, and the Parties hereby agree that no rights, duties or liabilities under the Security Agreement in relation to the Collateral shall survive such termination and cancellation of the Mortgagee's security interest in and mortgage lien upon all

right, title and interest of the Borrower in and to the Collateral, except with respect to acts, events, or omissions under the Security Agreement occurring on or prior to the Effective Date and indemnities with respect to such acts, events or omissions.

2. The Parties agree to file this Termination with the STB and RGC so as to release any security interest in and mortgage lien created by or arising out of the Security Agreement with respect to the Collateral.

3. This Termination may be executed in any number of counterparts, each executed counterpart constituting an original but all together constituting only one and the same agreement.

4. This Termination shall be governed by and construed in accordance with the laws of the State of New York (including without limitation Section 5-1401 of the General Obligations Law of the State of New York), without regard to conflicts of laws principles.

* * *

IN WITNESS WHEREOF, the Parties have each caused this Termination to be duly executed and delivered by their respective duly authorized officers as of the date and year set forth below.

CITIZENS ASSET FINANCE, INC. f/k/a RBS ASSET FINANCE, INC.

By: _____

Name: Soula Perakis

Title: Vice President

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this, the 31st day of December, 2014, before me, a Notary Public in and for said County and State, personally appeared Soula Perakis, who being by me duly sworn, says that she is Vice President of Citizens Asset Finance, Inc. (the "**Company**"), that said instrument was signed on December 31, 2014 on behalf of the Company, and she acknowledged that the execution of the foregoing instrument was the free act and deed of the Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Misty Watte
Name:
Notary Public
My Commission Expires: 1/11/17
Residing in Cook County, IL

(SEAL)

OFFICIAL SEAL
MISTY WATTE
NOTARY PUBLIC - STATE OF ILLINOIS
MY COMMISSION EXPIRES:01/11/17

GATX CORPORATION

By: _____

Name: Eric D. Harkness

Title: Vice President, Treasurer and Chief Risk Officer

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this, the 31st day of December, 2014, before me, a Notary Public in and for said County and State, personally appeared Eric D. Harkness, who being by me duly sworn, says that he is the Vice President, Treasurer and Chief Risk Officer of GATX Corporation (the "**Company**"), that said instrument was signed on December 31st, 2014 on behalf of the Company, and he acknowledged that the execution of the foregoing instrument was the free act and deed of the Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Official Seal
Lisa M. Ibarra
Notary Public, State of Illinois
My Commission Expires: 09-06-18

Lisa M. Ibarra
Name: Lisa M. Ibarra
Notary Public
My Commission Expires:
Residing in Cook County, Illinois

(SEAL)

EXHIBIT A

UNITS

Car Number Operating	Built Year
GACX008764	2010
GACX008765	2010
GACX008766	2010
GACX008767	2010
GACX008768	2010
GACX008769	2010
GACX008770	2010
GACX008771	2010
GACX008772	2010
GACX008773	2010
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GACX008775	2010
GACX008776	2010
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GACX008780	2010
GACX008781	2010
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GACX008787	2010
GACX008788	2010
GACX008789	2010
GACX008790	2010
GACX008791	2010
GACX008792	2010
GACX008793	2010
GACX009354	2010
GACX009355	2010
GACX009356	2010
GACX009357	2010
GACX009358	2010
GACX009359	2010
GACX009360	2010
GACX009361	2010
GACX009362	2010
GACX009363	2010
GACX009364	2010
GACX009365	2010
GACX009366	2010
GACX009367	2010

Car Number Operating	Built Year
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GACX009369	2010
GACX009370	2010
GACX009371	2010
GACX009372	2010
GACX009373	2010
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GACX009375	2010
GACX009376	2010
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GACX009380	2011
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GACX009390	2011
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GACX009397	2011
GACX009398	2011
GACX009399	2011
GACX009400	2011
GACX009401	2011
GACX009402	2011
GACX009403	2011
GACX009404	2011
GACX009405	2011
GACX009406	2011
GACX009407	2011
GACX009408	2011
GACX009409	2011
GACX009410	2011
GACX009411	2011

Car Number Operating	Built Year
GACX009412	2011
GACX009413	2011
GACX009414	2011
GACX009415	2011
GACX009416	2011
GACX009417	2011
GACX009418	2011
GACX009419	2011
GACX009420	2011
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GACX009441	2011
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GACX009449	2011
GACX009450	2011
GACX009451	2011
GACX009452	2011
GACX009453	2011
GACX013577	2007
GACX013578	2007

Car Number Operating	Built Year
GACX013579	2007
GACX013580	2007
GACX013581	2007
GACX013582	2007
GACX013583	2007
GACX013584	2007
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GACX013586	2007
GACX013587	2007
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GACX013599	2007
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GACX013601	2007
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GACX013603	2007
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GACX013611	2007
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GACX013617	2007
GACX013618	2007
GACX013619	2007
GACX013620	2007
GACX013621	2007
GACX013622	2007

Car Number Operating	Built Year
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GACX013624	2007
GACX013625	2007
GACX013626	2007
GACX013627	2007
GACX013628	2007
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GACX013631	2007
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GACX013660	2007
GACX013661	2007
GACX013662	2007
GACX013663	2007
GACX013664	2007
GACX013665	2007
GACX013666	2007

Car Number Operating	Built Year
GACX013667	2007
GACX013668	2007
GACX013669	2007
GACX013670	2007
GACX013671	2007
GACX013672	2007
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GACX013802	2007
GACX013803	2007
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GACX013805	2007
GACX013806	2007
GACX013807	2007

Car Number Operating	Built Year
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GACX013811	2007
GACX013812	2007
GACX013813	2007
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GACX013869	2007
GACX013870	2007
GACX013874	2007
GACX013875	2007

Car Number Operating	Built Year
GACX013876	2007
GACX013877	2007
GACX013879	2007
GACX013882	2007
GACX013883	2007
GACX013892	2007
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Car Number Operating	Built Year
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GACX013962	2007
GACX013964	2007
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GACX032708	2009

Car Number Operating	Built Year
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GACX032745	2009
GACX032746	2009
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GACX032748	2009
GACX032749	2009
GACX032750	2009
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GACX032752	2009

Car Number Operating	Built Year
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GACX032754	2009
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GACX032760	2009
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GACX032791	2009
GACX032792	2009
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GACX032794	2009
GACX032795	2009
GACX032796	2009

Car Number Operating	Built Year
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GACX032798	2009
GACX032799	2009
GACX032800	2009
GACX032801	2009
GACX032802	2009
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GACX032804	2009
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GACX032806	2009
GACX032807	2009
GACX032808	2009
GACX032809	2009
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GACX032811	2009
GACX032812	2009
GACX032813	2009
GACX032814	2009
GACX032815	2009
GACX032816	2009
GACX032817	2009
GACX032818	2009
GACX032819	2009
GACX032820	2009
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GACX032822	2009
GACX032823	2009
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GACX032825	2009
GACX032826	2009
GACX032827	2009
GACX032828	2009
GACX032829	2009
GACX032830	2009
GACX032831	2009
GACX032832	2009
GACX032833	2009
GACX032834	2009
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GACX032836	2009
GACX032837	2009
GACX032838	2009
GACX032839	2009
GACX032840	2009

Car Number Operating	Built Year
GACX032841	2009
GACX032842	2009
GACX032843	2009
GACX032844	2009
GACX032845	2009
GACX032846	2009
GACX032847	2009
GACX032848	2009
GACX032849	2009
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GATX009972	2007
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GATX009977	2007
GATX009978	2007
GATX009979	2007
GATX024970	2009
GATX024971	2009
GATX024987	2009
GATX024988	2009
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GATX024991	2009
GATX024992	2009
GATX024993	2009
GATX024994	2009
GATX024995	2009
GATX024996	2009
GATX024997	2009
GATX024998	2009
GATX024999	2009

Car Number Operating	Built Year
GATX025000	2009
GATX026874	2009
GATX026875	2009
GATX026876	2009
GATX026877	2009
GATX026878	2009
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GATX026910	2009
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GATX026912	2009
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GATX026914	2009
GATX026915	2009
GATX026916	2009

Car Number Operating	Built Year
GATX026917	2009
GATX026918	2009
GATX026919	2009
GATX026921	2009
GATX026922	2009
GATX026923	2009
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GATX034806	2010
GATX034807	2010
GATX034808	2010

Car Number Operating	Built Year
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GATX034810	2010
GATX034811	2010
GATX034812	2010
GATX034813	2010
GATX034814	2010
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GATX206441	2007
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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: 1/6/15

Edward M Luria

Edward M. Luria