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

December 23, 2014

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 Notice of Lease Termination, dated as of December 22, 2014, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Railcar Lease previously filed with the Board under Recordation Number 22307-B.

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

Lessor:	Macquarie Rail Inc. (ultimate assignee of CIT Group/Equipment Financing Inc.) 233 South Wacker Drive, Suite 5300 Chicago, IL 60606
[Lessee:	ConAgra Inc. d/b/a ConAgra Foods Inc. One ConAgra Drive Omaha NE 68103-0500]

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

The railcars described in the Memorandum of Railcar Lease filed under Rec. No. 22307-B are TERMINATED.

Section Chief
December 23, 2014
Page 2

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

Notice of Lease Termination.

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

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The enclosed document relates to the ~~documents~~ previously filed with the Board under Recordation Number 22307.

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

Lessor: Macquarie Rail Inc. (ultimate assignee of CIT Group/Equipment Financing Inc.)
233 South Wacker Drive, Suite 5300
Chicago, IL 60606

[Lessee: ConAgra Inc. d/b/a ConAgra Foods Inc.
One ConAgra Drive
Omaha NE 68103-0500]

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

The railcars described in the Memorandum of Railcar Lease filed under Rec. No. 22307-B are RELEASED.

Section Chief
December 23, 2014
Page 2

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for

Edward M. Luria

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**NOTICE OF
LEASE TERMINATION**

This Notice of Lease Termination effective as of December ~~22~~, 2014 by Macquarie Rail Inc., a Delaware corporation, as the ultimate assignee of The CIT Group/Equipment Financing Inc. ("Macquarie Rail").

WITNESSETH:

The CIT Group/Equipment Financing Inc. and ConAgra, Inc. (the "Lessee") entered into a Master Railcar Lease dated as of April 30, 1999 (the "Lease Agreement") covering certain railroad cars described in a Memorandum of Railcar Lease, which was filed with the Surface Transportation Board ("STB") on January 3, 2002 at 9:14 a.m. under Recordation Number 22307-B.

Notice is hereby given by Macquarie Rail, to clarify the records at the STB, that the Lease Agreement has been terminated and is no longer in effect with respect to the railroad cars as described in Recordation Number 22307-B.

This Notice of Lease Termination shall not impair nor terminate any of the rights and obligations of the parties under the Lease Agreement which, by their terms, expressly survive its termination.

[Notice of Lease Termination]

IN WITNESS WHEREOF, the undersigned has caused this Notice of Lease Termination to be duly executed by its officer duly authorized as of the date hereof.

I certify that I hold the title set forth below, that this instrument was signed on behalf of Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

MACQUARIE RAIL INC.

By: 
Name: MARK BRECHT
Title: President

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: 12/23/2014

Edward M. Luria
Edward M. Luria