



RECORDATION NO. 22231-A
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SURFACE TRANSPORTATION BOARD

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July 1, 2016

VIA E-FILING

Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423
Attention: Chief of the Section of Administration

Dear Section Chief:

Enclosed for electronic filing and recordation with the Surface Transportation Board ("STB") pursuant to the provisions of 49 U.S.C. Section 11301(a) is an executed copy of the Termination of Master Lease Agreement, dated as of July 1, 2016 (the "Termination"), by Citicorp Railmark, Inc. ("CitiRail"), which Termination is a secondary document as defined in the STB's Rules for the Recordation of Documents.

In connection with the purchase today by Chicago Freight Car Leasing Co. ("CFC") of the 238 railcars being leased by CFC from CitiRail pursuant to the Master Lease Agreement dated as of June 1, 1999 between Mellon Financial Services Corporation #4 (to which CitiRail is successor lessor) and CFC and Equipment Lease Schedule No. 2 dated July 1, 1999 thereto (collectively, the "Lease"), the Lease is being terminated as described in the enclosed Termination.

A Memorandum of Equipment Lease relating to the Lease dated as of July 1, 1999 between Mellon Financial Services Corporation #4 and CFC was previously filed with the STB on July 7, 1999 and assigned recordation number 22231.

A description of the railroad equipment covered by the enclosed Termination is set forth in Exhibits A and B of the Termination.

The name and address of the party to the enclosed Termination is:

Lessor: Citicorp Railmark, Inc.
390 Greenwich St., 1st Floor
New York, NY 10013



Section Chief
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The required recordation fee of \$43.00 is being paid to the STB by charge to our firm account.

Kindly return a file-stamped copy of the Termination and this letter to Susan G. Lichtenfeld at DLA Piper US LLP, 203 North LaSalle Street, Suite 1900, Chicago, Illinois 60601.

Following is a short summary of the enclosed document:

Secondary Document to be Recorded

Termination of Master Lease Agreement, dated as of July 1, 2016, by Citicorp Railmark, Inc.

Documents to Which the Secondary Document Relates

Memorandum of Equipment Lease relating to the Lease dated as of July 1, 1999 between Mellon Financial Services Corporation #4 and Chicago Freight Car Leasing Co., which Memorandum was duly filed with the STB on July 7, 1999 and assigned recordation number 22231.

Very truly yours,

DLA Piper US LLP


Susan G. Lichtenfeld

Enclosure

TERMINATION OF MASTER LEASE AGREEMENT

THIS TERMINATION OF MASTER LEASE AGREEMENT is made and entered into as of July 1, 2016, by Citicorp Railmark, Inc., a Delaware corporation (“CitiRail”) (successor to Mellon Financial Services Corporation #4, hereinafter “Mellon”).

1. Mellon and Chicago Freight Car Leasing Co. (“Lessee”) previously entered into that certain Master Lease Agreement dated as of June 1, 1999 (“Lease”), and Equipment Lease Schedule No. 1 dated July 1, 1999 (“Schedule 1”) and Equipment Lease Schedule No. 2 dated July 1, 1999 (“Schedule 2”).

2. A Memorandum of Equipment Lease, dated as of July 1, 1999, relating to the railcars being leased by Mellon to Lessee under Schedule 1 and Schedule 2 was duly recorded with the Surface Transportation Board on July 7, 1999 under recordation number 22231.

3. CitiRail is successor to Mellon under the Lease, Schedule 1 and Schedule 2.

4. Pursuant to Lessee’s exercise of its Early Buyout Options in Schedule 1 and Schedule 2, on the date hereof Lessee purchased from CitiRail the railcars being leased by Lessee under Schedule 1 and Schedule 2 (the “Purchase”), which railcars are identified on Exhibit A and Exhibit B hereto.

5. Effective upon the Purchase, Schedule 1, Schedule 2 and the Lease with respect to Schedule 1 and Schedule 2 are hereby terminated, provided that such termination shall neither impair nor terminate any obligations thereunder which by their terms or intent expressly survive termination.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, CitiRail has caused this Termination of Master Lease Agreement to be duly executed by its respective officer duly authorized as of the date and year first above written.

I certify that I hold the title set forth below, that this instrument was signed by me on behalf of CitiRail as its duly authorized officer and that I acknowledge that the execution of the foregoing instrument was the free act and deed of CitiRail. I further declare under penalty of perjury that the foregoing is true and correct.

CITICORP RAILMARK, INC.

By: *Evelyn Havasi*
Name: Evelyn Havasi
Title: President

[Signature Page to Termination of Master Lease Agreement]

Exhibit A
Schedule 1 Railcars

Twenty four (24) Trinity built 2980 c.f. cement cars marked and numbered as follows (all inclusive):

CRDX 20200 – CRDX 20210
CRDX 20212 - CRDX 20224

Note: CRDX 20211, originally subject to Schedule 1, was previously casualty.

Five (5) Thrall built 3250 c.f. cement cars marked and numbered as follows:

CRDX 20300 – CRDX 20304 (both inclusive)

One hundred four (104) Thrall built 3250 c.f. chemical cars marked and numbered as follows (all inclusive):

CRDX 20548 – CRDX 20559
CRDX 20563 – CRDX 20630
CRDX 20632 – CRDX 20642
CRDX 20683 – CRDX 20695

Note: CRDX 20631, originally subject to Schedule 1, was previously casualty.

Exhibit B
Schedule 2 Railcars

Eighty four (84) Trinity built 5125 c.f. PD cars marked and numbered as follows (all inclusive):

CRDX 11305 – CRDX 11314

CRDX 11316 - CRDX 11335

CRDX 11337 - CRDX 11361

CRDX 11362

CRDX 11364 – CRDX 11377

CRDX 11386 – CRDX 11388

CRDX 11398 – CRDX 11402

CRDX 11408 – CRDX 11413

Note: CRDX 11315 and CRDX 11336, originally subject to Schedule 2, were previously casualtyed. CRDX 11336 was casualtyed prior to Seller's acquisition of the cars.

Twenty one (21) Trinity built 5650 c.f. PD cars marked and numbered as follows (all inclusive):

CRDX 11603

CRDX 11609 – CRDX 11627

CRDX 11629