



RECORDATION NO. 30720-A FILED
November 14, 2014 04:35 PM
SURFACE TRANSPORTATION BOARD

Mitsui Rail Capital, LLC
71 South Wacker Drive
Suite 1800
Chicago, Illinois 60606

Main (312) 803-8880
Fax (312) 803-8890

November 14, 2014

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

Dear Section Chief:

Please find attached one (1) copy of a Memorandum of Partial Termination of Lease dated September 24, 2014 between the following parties:

Lessor: Mitsui Rail Capital, LLC
71 S. Wacker Drive, Suite 1800
Chicago, IL 60606

Lessee: Union Pacific Railroad Company
1400 Douglas Street
Omaha, NE 68179

The enclosed document relates to the Memorandum of Lease Agreement previously filed with the Board under Recordation Number 30720.

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

7 autoflood coal hopper railcars TERMINATED: CMO 505006, CMO 505034, CMO 505099, CMO 505172, CMO 505173, CMO 505199, CMO 505233.

This filing is to appear in the index as follows: Memorandum of Partial Termination of Lease.

Please file this as a secondary document as defined in the Board's Rules for the Recordation of Documents. The filing fee in the amount of \$43.00 can be charged to our account.

Should you have any questions or need further information, please do not hesitate to contact me at (312) 803-8836.

Sincerely,

/s/ Christine Peterson

Christine Peterson
Manager, Contract Administration

Enclosure

MEMORANDUM OF PARTIAL TERMINATION OF LEASE

Memorandum of Partial Termination of Lease dated as of September 24, 2014 by Mitsui Rail Capital, LLC, a Delaware limited liability company ("**Lessor**").

WITNESSETH:

1. Lessor and Union Pacific Railroad Company (the "**Lessee**") are parties to that certain Net Lease Agreement (the "**Lease Agreement**"), dated March 22, 2013, and Schedule No. 1 thereto dated as of March 22, 2013 (the "**Schedule**"), whereby Lessor leased to the Lessee and the Lessee leased from Lessor certain railroad cars described in such Schedule. (The Schedule, incorporating the terms of the Lease Agreement, is herein referred to as the "**Lease.**")
2. Notice of the Lease has been put of record by the filing of a Memorandum of Lease dated as of March 22, 2013 with the Surface Transportation Board on May 7, 2013 under Recordation Number 30720.
3. The railcars listed on Exhibit 1 attached hereto have been terminated and are no longer covered under the Lease.
4. The remaining railcars under the Lease are not terminated and continue to be subject to the Notice of Lease referenced above.

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

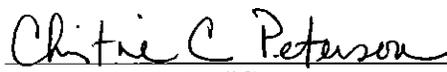
MITSUI RAIL CAPITAL, LLC

By: 
Name: Daniel P. Penovich
Title: President

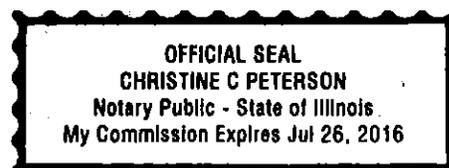
STATE OF ILLINOIS

COUNTY OF COOK

On this 24th day of September, 2014, before me personally appeared Daniel P. Penovich to me personally known, who being by me duly sworn, says that he is the President of Mitsui Rail Capital, LLC that the foregoing instrument was signed on behalf of said company, and he acknowledged that the execution of the said instrument was his free act and deed.


NOTARY PUBLIC

My commission expires: 7/24/16



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EXHIBIT I
SURFACE TRANSPORTATION BOARD
CAR MARKS AND NUMBERS

<u>Count</u>	<u>Mark</u>	<u>Number</u>
1	CMO	505006
2	CMO	505034
3	CMO	505099
4	CMO	505172
5	CMO	505173
6	CMO	505199
7	CMO	505233