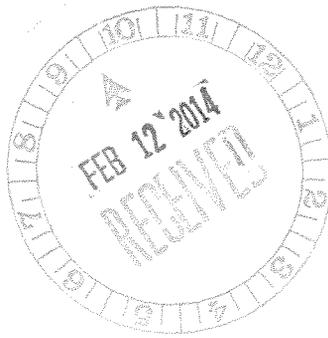


# ReedSmith

Kelley A. Tibble  
Direct Phone: +1 312 207 3864  
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10 South Wacker Drive  
Chicago, IL 60606-7507  
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reedsmith.com

February 3, 2014

RECORDATION NO. 26797-A FILED

FEB 12 '14 -2 26 PM

SURFACE TRANSPORTATION BOARD

## DOCUMENTS FOR RECORDATION

Cynthia T. Brown, Chief  
Section of Administration  
Surface Transportation Board  
395 E Street S.W.  
Washington, DC 20423

Dear Section Chief:

I have enclosed an original and two copies of the document described below, to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code.

This document is a lease termination agreement, a secondary document, dated January 23, 2014. The primary document to which this is connected is recorded under Registration No. 26797.

The names and addresses of the parties to the documents are as follows:

Lessor:

General Electric Capital Corporation, as Assignee  
of Banc of America Leasing & Capital, LLC  
10 Riverview Drive  
Danbury, CT 06810

Lessee:

Keywell, LLC  
11900 S. Cottage Grove Avenue  
Chicago, IL 60628

A description of the equipment covered by the Lease Termination consists of 94 gondola cars numbered KEYX 6134, 6242, 6266, 6338, 6370, 6657-6666, inclusive, 6668-6680, inclusive, 6682, 6683, 6685, 6686, 6688, 6689, 6691-6697, inclusive, 6699-6707, inclusive, 6709, 6711, -6723, inclusive, 6725-6736, inclusive, 6739-6744, inclusive, 6746-6751, inclusive, 6753-6757, inclusive, and 6759.

Cynthia T. Brown, Chief  
February 3, 2014  
Page 2

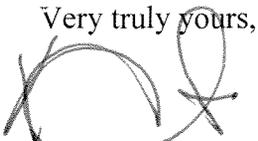
ReedSmith

A fee of \$44.00 is enclosed. Please return the original and any copies not needed by the Board for recordation to:

Kelley A. Tibble  
Reed Smith LLP  
10 S. Wacker Drive, 40th FL  
Chicago, IL 60606

A short summary of the document to appear in the index follows: Lease Termination to Memorandum of Lease Agreement with Recordation No. 26797, dated as of February 1, 2007, and covering 94 gondola cars numbered KEYX 6134, 6242, 6266, 6338, 6370, 6657-6666, inclusive, 6668-6680, inclusive, 6682, 6683, 6685, 6686, 6688, 6689, 6691-6697, inclusive, 6699-6707, inclusive, 6709, 6711,-6723, inclusive, 6725-6736, inclusive, 6739-6744, inclusive, 6746-6751, inclusive, 6753-6757, inclusive, and 6759.

Very truly yours,



Kelley A. Tibble

KAT:  
enclosures

FEB 12 '14 -2 26 PM

LEASE TERMINATION

SURFACE TRANSPORTATION BOARD

This Lease Termination dated as of January 23, 2014 is between General Electric Capital Corporation, as assignee of Banc of America Leasing & Capital, LLC, as Lessor ("Lessor"), and Keywell L.L.C., as Lessee ("Lessee").

WHEREAS, Banc of America Leasing & Capital, LLC, as assignor of General Electric Capital Corporation, as lessor and Lessee entered a Memorandum of Lease Agreement dated as of February 1, 2007, as it relates to that certain Schedule No. 001 dated as of February 1, 2007 to and incorporating that certain Master Lease Agreement No. 17257-90000 dated as of February 1, 2007 (together with all exhibits, schedules, annexes and other related documents and as amended, modified and extended from time to time, the "Lease") between Banc of America Leasing & Capital, LLC, as assignor of General Electric Capital Corporation, as lessor, and Lessee, as lessee, which was recorded at the Surface Transportation Board under Recordation No. 26797 at 2:15 pm on February 9, 2007 for 94 100 ton, 4000 C.F. Flat Bottom Gondola Railcars identified in the Exhibit A attached hereto and made a part hereof (the "Equipment");

WHEREAS, the rights, interests and obligations of Lessor and Lessee under the Lease have been fulfilled; and

WHEREAS, Lessor and Lessee have agreed to terminate the Lease insofar as the same relates to the Equipment.

NOW, THEREFORE, in consideration of the premises, Lessor and Lessee hereby acknowledge and confirm for the public record the termination of the Lease, and all rights and obligations arising under the Lease with respect to the Equipment; provided that notwithstanding anything to the contrary contained herein, this Lease Termination shall not impair or terminate any of the rights and obligations of the parties under the Lease expressed to survive pursuant to the terms of the Lease.

This Lease Termination may be executed in separate counterparts, each of which when so executed and delivered shall be an original for all purposes, but all such counterparts shall constitute but one and the same instrument.

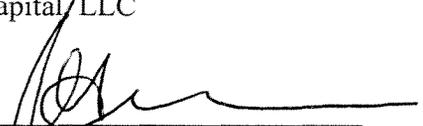
IN WITNESS WHEREOF, Lessor and Lessee have executed or caused this Lease Termination to be duly executed as of the date first above written.

LESSOR:

LESSEE:

General Electric Capital Corporation  
as assignee of Banc of America Leasing  
& Capital LLC

Keywell L.L.C.

By: 

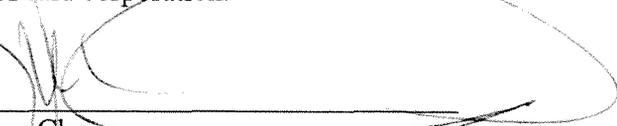
By: 

Name: Richard Lambiase  
Title: Authorized Signatory

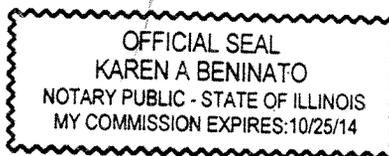
Name: MICHAEL C. SHEFFNER  
Title: EVP + CFO

STATE OF CONNECTICUT )  
 ) ss.  
COUNTY OF FAIRFIELD )

On this 24<sup>th</sup> day of January, 2014, before me appeared Richard Lambiase, the person who signed this instrument, who acknowledged that he is an Authorized Signatory of General Electric Capital Corporation and that, being duly authorized, he signed such instrument as a free act on behalf of said corporation.

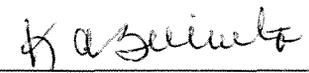
  
Josephine Chang  
Notary Public, State of Connecticut  
Registration No. 137635  
Recorded in the Notary Public Records  
of Town of Danbury  
Commission Expires March 31, 2014

*Handwritten:*  
JOSEPHINE CHANG  
Notary Public  
State of Connecticut  
L. J. CORRETT, Notary Public, 3/31/2014



STATE OF ILLINOIS )  
 ) ss.  
County of COOK )

On this 30<sup>th</sup> day of JANUARY, 2014 before me appeared MICHAEL C. SHEPPECK, the person who signed this instrument, who acknowledged that (s)he is the EVP + CFO of Keywell L.L.C. and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

  
\_\_\_\_\_  
Notary Public

My Commission expires 10/25/14

EXHIBIT A  
TO  
LEASE TERMINATION

NINETY-FOUR (94) - 100 TON, 4000 C.F. FLAT BOTTOM GONDOLA RAILCARS:

<u>Car No.</u>	<u>New Car No.</u>	<u>Month Built</u>	<u>Year Built</u>
JTSX900134	KEYX 6134	1	1979
JTSX900242	KEYX 6242	1	1979
JTSX900266	KEYX 6266	1	1979
JTSX900338	KEYX 6338	1	1979
JTSX900370	KEYX 6370	1	1979
JTSX900657	KEYX 6657	5	1977
JTSX900658	KEYX 6658	5	1977
JTSX900659	KEYX 6659	5	1977
JTSX900660	KEYX 6660	5	1977
JTSX900661	KEYX 6661	5	1977
JTSX900662	KEYX 6662	5	1977
JTSX900663	KEYX 6663	5	1977
JTSX900664	KEYX 6664	3	1979
JTSX900665	KEYX 6665	5	1979
JTSX900666	KEYX 6666	5	1977
JTSX900668	KEYX 6668	5	1977
JTSX900669	KEYX 6669	5	1977
JTSX900670	KEYX 6670	5	1977
JTSX900671	KEYX 6671	5	1977
JTSX900672	KEYX 6672	5	1977
JTSX900673	KEYX 6673	5	1977
JTSX900674	KEYX 6674	5	1977
JTSX900675	KEYX 6675	5	1977
JTSX900676	KEYX 6676	5	1977
JTSX900677	KEYX 6677	5	1977
JTSX900678	KEYX 6678	5	1977
JTSX900679	KEYX 6679	5	1977
JTSX900680	KEYX 6680	5	1977
JTSX900682	KEYX 6682	5	1977
JTSX900683	KEYX 6683	5	1977
JTSX900685	KEYX 6685	5	1977
JTSX900686	KEYX 6686	5	1977
JTSX900688	KEYX 6688	5	1977
JTSX900689	KEYX 6689	5	1977
JTSX900691	KEYX 6691	5	1977
JTSX900692	KEYX 6692	5	1977
JTSX900693	KEYX 6693	5	1977
JTSX900694	KEYX 6694	5	1977
JTSX900695	KEYX 6695	5	1977
JTSX900696	KEYX 6696	5	1977
JTSX900697	KEYX 6697	5	1977
JTSX900699	KEYX 6699	5	1977
JTSX900700	KEYX 6700	5	1977
JTSX900701	KEYX 6701	5	1977

JTSX900702	KEYX 6702	5	1977
JTSX900703	KEYX 6703	5	1977
JTSX900704	KEYX 6704	5	1977
JTSX900705	KEYX 6705	5	1977
JTSX900706	KEYX 6706	5	1977
JTSX900707	KEYX 6707	5	1977
JTSX900709	KEYX 6709	5	1977
JTSX900711	KEYX 6711	5	1977
JTSX900712	KEYX 6712	5	1977
JTSX900713	KEYX 6713	6	1977
JTSX900714	KEYX 6714	5	1977
JTSX900715	KEYX 6715	5	1977
JTSX900716	KEYX 6716	5	1977
JTSX900717	KEYX 6717	5	1977
JTSX900718	KEYX 6718	5	1977
JTSX900719	KEYX 6719	5	1977
JTSX900720	KEYX 6720	5	1977
JTSX900721	KEYX 6721	5	1977
JTSX900722	KEYX 6722	5	1977
JTSX900723	KEYX 6723	5	1977
JTSX900725	KEYX 6725	5	1977
JTSX900726	KEYX 6726	5	1977
JTSX900727	KEYX 6727	5	1977
JTSX900728	KEYX 6728	5	1977
JTSX900729	KEYX 6729	5	1977
JTSX900730	KEYX 6730	5	1977
JTSX900731	KEYX 6731	5	1977
JTSX900732	KEYX 6732	5	1977
JTSX900733	KEYX 6733	5	1977
JTSX900734	KEYX 6734	5	1977
JTSX900735	KEYX 6735	5	1977
JTSX900736	KEYX 6736	5	1977
JTSX900739	KEYX 6739	5	1977
JTSX900740	KEYX 6740	5	1977
JTSX900741	KEYX 6741	5	1977
JTSX900742	KEYX 6742	5	1977
JTSX900743	KEYX 6743	5	1977
JTSX900744	KEYX 6744	5	1977
JTSX900746	KEYX 6746	5	1977
JTSX900747	KEYX 6747	5	1977
JTSX900748	KEYX 6748	5	1977
JTSX900749	KEYX 6749	5	1977
JTSX900750	KEYX 6750	5	1977
JTSX900751	KEYX 6751	5	1977
JTSX900753	KEYX 6753	3	1979
JTSX900754	KEYX 6754	5	1979
JTSX900755	KEYX 6755	5	1979
JTSX900756	KEYX 6756	5	1979
JTSX900757	KEYX 6757	5	1979
JTSX900759	KEYX 6759	3	1979