

RECORDATION NO. 25190-V
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SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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February 28, 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 Memorandum of Termination of Schedule #13, dated as of February 27, 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 25190-K.

The name and address of the party to the enclosed document are:

Lessor: Midwest Railcar Corporation (as successor-in-interest
to The CIT Group/Financing, Inc.)
4949 Autumn Oaks Drive
Maryville, IL 62062

Chief
Section of Administration
February 28, 2014
Page 2

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

473 railcars TERMINATED: HPJX 13181, HPJX 13221, HPJX 13285, HPJX 13725, PAL 851026, PAL 851038 and within the series CNW 470582 – CNW 471106 as set forth in the attachment to the document

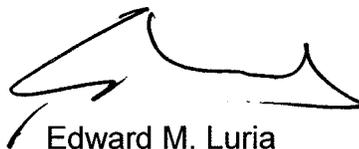
A short summary of the document to appear in the index is:

Memorandum of Termination of Schedule #13.

Also enclosed is a check in the amount of \$44.00 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,



Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF TERMINATION OF SCHEDULE NO. 13

Midwest Railcar Corporation, an Illinois corporation (as successor-in-interest to CIT Group/Financing, Inc.) (the "Lessor") hereby terminates and releases that certain Memorandum of Railcar Lease dated as of December 29, 2005 (which Memorandum of Railcar Lease was effective as of January 1, 2006) recorded with the Surface Transportation Board on March 17, 2006 under Recordation No. 25190-K to show for the public record the expiration or termination of the lease term of that certain Schedule No. 13 dated December 29, 2005, and effective January 1, 2006, to the Master Net Railcar Lease dated July 9, 2004, and effective as of February 1, 2003, each by and between Lessor, as Lessor, and Union Pacific Railroad Company, as Lessee, relating to Four Hundred Seventy-Three (473) covered hopper railcars with the reporting marks as specifically listed on Schedule A attached hereto.

Dated as of this 27th day of February, 2014.

MIDWEST RAILCAR CORPORATION

By: Jon Sparks
Jon Sparks
Senior V.P. Operations

STATE OF Illinois

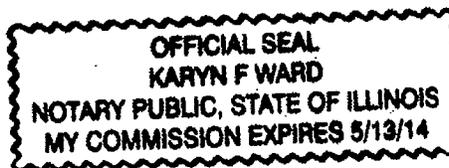
COUNTY OF Madison

I, a Notary Public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that Jon Sparks of Midwest Railcar Corporation, personally known to me or to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that he or she signed said instrument as the free and voluntary act of Midwest Railcar Corporation for the uses and purposes therein set forth.

Given my hand and notarial seal this 27th day of February, 2014.

Karyn F. Ward
Notary Public

My Commission Expires: 5/13/14



Schedule A

DESCRIPTION OF EQUIPMENT

Four Hundred Seventy-Three (473) railcars with the following reporting marks:

Schedule A

Number of Cars		Equipment Description						
473		4,650 C.F. covered hopper car with gravity gates and trough hatches						
1	CNW	470582	53	CNW	470635	105	CNW	470694
2	CNW	470583	54	CNW	470636	106	CNW	470695
3	CNW	470584	55	CNW	470637	107	CNW	470696
4	CNW	470585	56	CNW	470638	108	CNW	470698
5	CNW	470586	57	CNW	470639	109	CNW	470699
6	CNW	470587	58	CNW	470640	110	CNW	470701
7	CNW	470588	59	CNW	470641	111	CNW	470702
8	CNW	470589	60	CNW	470642	112	CNW	470703
9	CNW	470590	61	CNW	470643	113	CNW	470705
10	CNW	470591	62	CNW	470644	114	CNW	470706
11	CNW	470592	63	CNW	470645	115	CNW	470708
12	CNW	470593	64	CNW	470646	116	CNW	470711
13	CNW	470594	65	CNW	470647	117	CNW	470712
14	CNW	470595	66	CNW	470649	118	CNW	470714
15	CNW	470596	67	CNW	470650	119	CNW	470716
16	CNW	470597	68	CNW	470651	120	CNW	470717
17	CNW	470598	69	CNW	470652	121	CNW	470718
18	CNW	470599	70	CNW	470653	122	CNW	470719
19	CNW	470600	71	CNW	470654	123	CNW	470720
20	CNW	470601	72	CNW	470655	124	CNW	470721
21	CNW	470602	73	CNW	470656	125	CNW	470723
22	CNW	470603	74	CNW	470657	126	CNW	470724
23	CNW	470604	75	CNW	470658	127	CNW	470726
24	CNW	470605	76	CNW	470659	128	CNW	470727
25	CNW	470606	77	CNW	470660	129	CNW	470728
26	CNW	470607	78	CNW	470661	130	CNW	470730
27	CNW	470608	79	CNW	470662	131	CNW	470731
28	CNW	470609	80	CNW	470663	132	CNW	470732
29	CNW	470610	81	CNW	470665	133	CNW	470733
30	CNW	470611	82	CNW	470667	134	CNW	470734
31	CNW	470612	83	CNW	470668	135	CNW	470735
32	CNW	470613	84	CNW	470669	136	CNW	470737
33	CNW	470614	85	CNW	470670	137	CNW	470738
34	CNW	470615	86	CNW	470671	138	CNW	470740
35	CNW	470616	87	CNW	470672	139	CNW	470741
36	CNW	470617	88	CNW	470673	140	CNW	470742
37	CNW	470618	89	CNW	470674	141	CNW	470744
38	CNW	470619	90	CNW	470677	142	CNW	470745
39	CNW	470620	91	CNW	470678	143	CNW	470746
40	CNW	470621	92	CNW	470679	144	CNW	470747
41	CNW	470622	93	CNW	470680	145	CNW	470748
42	CNW	470623	94	CNW	470681	146	CNW	470749
43	CNW	470624	95	CNW	470682	147	CNW	470750
44	CNW	470626	96	CNW	470683	148	CNW	470751
45	CNW	470627	97	CNW	470684	149	CNW	470753
46	CNW	470628	98	CNW	470687	150	CNW	470754
47	CNW	470629	99	CNW	470688	151	CNW	470755
48	CNW	470630	100	CNW	470689	152	CNW	470756
49	CNW	470631	101	CNW	470690	153	CNW	470757
50	CNW	470632	102	CNW	470691	154	CNW	470758
51	CNW	470633	103	CNW	470692	155	CNW	470759
52	CNW	470634	104	CNW	470693	156	CNW	470760

Schedule A

Number of Cars

Equipment Description

473

4,650 C.F. covered hopper car with gravity gates and trough hatches

157	CNW	470761	209	CNW	470819	261	CNW	470878
158	CNW	470762	210	CNW	470820	262	CNW	470879
159	CNW	470764	211	CNW	470821	263	CNW	470880
160	CNW	470765	212	CNW	470823	264	CNW	470881
161	CNW	470766	213	CNW	470824	265	CNW	470883
162	CNW	470767	214	CNW	470826	266	CNW	470884
163	CNW	470768	215	CNW	470827	267	CNW	470885
164	CNW	470769	216	CNW	470828	268	CNW	470886
165	CNW	470770	217	CNW	470829	269	CNW	470888
166	CNW	470771	218	CNW	470830	270	CNW	470889
167	CNW	470772	219	CNW	470831	271	CNW	470890
168	CNW	470773	220	CNW	470832	272	CNW	470891
169	CNW	470774	221	CNW	470833	273	CNW	470892
170	CNW	470775	222	CNW	470836	274	CNW	470893
171	CNW	470776	223	CNW	470837	275	CNW	470894
172	CNW	470777	224	CNW	470839	276	CNW	470896
173	CNW	470778	225	CNW	470841	277	CNW	470897
174	CNW	470779	226	CNW	470842	278	CNW	470898
175	CNW	470780	227	CNW	470843	279	CNW	470899
176	CNW	470782	228	CNW	470844	280	CNW	470900
177	CNW	470783	229	CNW	470845	281	CNW	470901
178	CNW	470784	230	CNW	470846	282	CNW	470902
179	CNW	470785	231	CNW	470847	283	CNW	470903
180	CNW	470786	232	CNW	470848	284	CNW	470905
181	CNW	470787	233	CNW	470849	285	CNW	470906
182	CNW	470788	234	CNW	470850	286	CNW	470907
183	CNW	470789	235	CNW	470851	287	CNW	470908
184	CNW	470791	236	CNW	470852	288	CNW	470909
185	CNW	470792	237	CNW	470853	289	CNW	470910
186	CNW	470793	238	CNW	470854	290	CNW	470911
187	CNW	470794	239	CNW	470855	291	CNW	470912
188	CNW	470795	240	CNW	470856	292	CNW	470913
189	CNW	470796	241	CNW	470857	293	CNW	470915
190	CNW	470797	242	CNW	470858	294	CNW	470916
191	CNW	470798	243	CNW	470859	295	CNW	470918
192	CNW	470799	244	CNW	470860	296	CNW	470919
193	CNW	470800	245	CNW	470862	297	CNW	470920
194	CNW	470801	246	CNW	470863	298	CNW	470921
195	CNW	470802	247	CNW	470864	299	CNW	470922
196	CNW	470803	248	CNW	470865	300	CNW	470923
197	CNW	470804	249	CNW	470866	301	CNW	470924
198	CNW	470805	250	CNW	470867	302	CNW	470925
199	CNW	470808	251	CNW	470868	303	CNW	470926
200	CNW	470809	252	CNW	470869	304	CNW	470927
201	CNW	470810	253	CNW	470870	305	CNW	470928
202	CNW	470811	254	CNW	470871	306	CNW	470929
203	CNW	470812	255	CNW	470872	307	CNW	470930
204	CNW	470813	256	CNW	470873	308	CNW	470931
205	CNW	470814	257	CNW	470874	309	CNW	470932
206	CNW	470815	258	CNW	470875	310	CNW	470933
207	CNW	470816	259	CNW	470876	311	CNW	470934
208	CNW	470817	260	CNW	470877	312	CNW	470935

Schedule A

Number of Cars	Equipment Description							
473	4,650 C.F. covered hopper car with gravity gates and trough hatches							
313	CNW	470936	365	CNW	470994	417	CNW	471053
314	CNW	470937	366	CNW	470995	418	CNW	471054
315	CNW	470938	367	CNW	470996	419	CNW	471055
316	CNW	470939	368	CNW	470997	420	CNW	471056
317	CNW	470940	369	CNW	470998	421	CNW	471057
318	CNW	470941	370	CNW	470999	422	CNW	471058
319	CNW	470942	371	CNW	471000	423	CNW	471060
320	CNW	470943	372	CNW	471001	424	CNW	471061
321	CNW	470944	373	CNW	471002	425	CNW	471062
322	CNW	470945	374	CNW	471003	426	CNW	471063
323	CNW	470946	375	CNW	471004	427	CNW	471064
324	CNW	470947	376	CNW	471005	428	CNW	471065
325	CNW	470948	377	CNW	471006	429	CNW	471066
326	CNW	470950	378	CNW	471007	430	CNW	471067
327	CNW	470951	379	CNW	471008	431	CNW	471068
328	CNW	470952	380	CNW	471009	432	CNW	471069
329	CNW	470953	381	CNW	471010	433	CNW	471071
330	CNW	470954	382	CNW	471011	434	CNW	471072
331	CNW	470955	383	CNW	471012	435	CNW	471073
332	CNW	470957	384	CNW	471013	436	CNW	471074
333	CNW	470958	385	CNW	471014	437	CNW	471075
334	CNW	470959	386	CNW	471016	438	CNW	471076
335	CNW	470960	387	CNW	471017	439	CNW	471077
336	CNW	470964	388	CNW	471018	440	CNW	471078
337	CNW	470965	389	CNW	471019	441	CNW	471079
338	CNW	470966	390	CNW	471021	442	CNW	471080
339	CNW	470967	391	CNW	471022	443	CNW	471081
340	CNW	470968	392	CNW	471023	444	CNW	471082
341	CNW	470969	393	CNW	471025	445	CNW	471083
342	CNW	470970	394	CNW	471026	446	CNW	471084
343	CNW	470971	395	CNW	471028	447	CNW	471085
344	CNW	470972	396	CNW	471031	448	CNW	471086
345	CNW	470973	397	CNW	471032	449	CNW	471087
346	CNW	470974	398	CNW	471033	450	CNW	471088
347	CNW	470975	399	CNW	471034	451	CNW	471089
348	CNW	470976	400	CNW	471035	452	CNW	471090
349	CNW	470977	401	CNW	471036	453	CNW	471091
350	CNW	470978	402	CNW	471037	454	CNW	471093
351	CNW	470979	403	CNW	471038	455	CNW	471094
352	CNW	470980	404	CNW	471040	456	CNW	471095
353	CNW	470981	405	CNW	471041	457	CNW	471096
354	CNW	470982	406	CNW	471042	458	CNW	471097
355	CNW	470983	407	CNW	471043	459	CNW	471098
356	CNW	470984	408	CNW	471044	460	CNW	471099
357	CNW	470985	409	CNW	471045	461	CNW	471100
358	CNW	470986	410	CNW	471046	462	CNW	471101
359	CNW	470988	411	CNW	471047	463	CNW	471102
360	CNW	470989	412	CNW	471048	464	CNW	471103
361	CNW	470990	413	CNW	471049	465	CNW	471104
362	CNW	470991	414	CNW	471050	466	CNW	471105
363	CNW	470992	415	CNW	471051	467	CNW	471106
364	CNW	470993	416	CNW	471052	468	HPJX	13181

Schedule A

<u>Number of Cars</u>	<u>Equipment Description</u>	
473	4,650 C.F. covered hopper car with gravity gates and trough hatches	
469	HPJX	13221
470	HPJX	13285
471	HPJX	13725
472	PAL	851026
473	PAL	851038

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: 2/28/14

Edward M Luria

Edward M. Luria