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RECORDATION NO. 21833-BB- FILED  
November 23, 2015 11:55 AM  
SURFACE TRANSPORTATION BOARD

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November 23, 2015

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 Termination of Memorandum of Lease, dated as of November 1, 2015, 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 21833-P.

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

Lessor: GATX Corporation (as ultimate assignee of  
The CIT Group/Equipment Financing Inc.)  
222 West Adams Street, Suite 500  
Chicago, Illinois 60606

[Lessee: Union Pacific Railroad Company  
1416 Douglas Street  
Omaha NE 68179-1580]

Section Chief  
November 23, 2015  
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A description of the railroad equipment covered by the enclosed document is:

All railcars set forth in STB Recordation No. 21833-P.

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

Termination of Memorandum of Lease.

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,



Edward M. Luria

EML/bhs  
Enclosures

## TERMINATION OF MEMORANDUM OF LEASE

THIS TERMINATION OF MEMORANDUM OF LEASE dated as of November 1, 2015 (this "*Termination*"), is made by GATX Corporation, a New York corporation with an address at 222 West Adams Street, Suite 500, Chicago, Illinois 60606 ("*GATX*").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, GATX has previously purchased from CIT Group/Equipment Financing, Inc. ("*Trinity*") those certain railcars identified in Exhibit A hereto (the "*Cars*");

WHEREAS, a Memorandum of Lease relating to the Cars and other railcars was filed on September 15, 2004 as STB Recordation Number 21833-P (the "*Memo of Lease*");

WHEREAS, the lease relating to the cars set forth in the Memo of Lease have by its own terms expired and GATX wishes to terminate the Memo of Lease; and

WHEREAS, GATX wishes to show for the public record the termination of the Memo of Lease, and accordingly GATX has caused this Termination to be executed by its respective duly authorized officer, as of the date first above written.

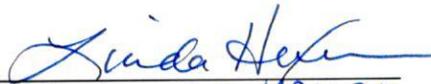
NOW, THEREFORE, for valuable consideration the receipt and sufficiency of which is hereby acknowledged by GATX, by this instrument, the Memo of Lease is hereby terminated.

[Signatures follow]

IN WITNESS WHEREOF, the undersigned has caused this Termination of Memorandum of Lease to be executed by a duly authorized officer as of the day and year first above written.

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

GATX CORPORATION

By:   
Name: LINDA HEXEM  
Title: Vice President & Managing Director

**EXHIBIT A**

| <b>CAR DESCRIPTION</b>   | <b>REPORTING MARKS &amp; NUMBERS</b>   |
|--|--|
| Eighty-two (82) 3,250 cu. ft. covered hopper cars with gravity gates and round hatches | GACX20200-GACX20202, inclusive,<br>GACX20204-GACX20209, inclusive,<br>GACX20211-GACX20213, inclusive,<br>GACX20215-GACX20221, inclusive,<br>GACX20223-GACX20226, inclusive,<br>GACX20228-GACX20230, inclusive,<br>GACX20232-GACX20238, inclusive,<br>GACX20240-GACX20242, inclusive,<br>GACX20244,<br>GACX20246-GACX20255, inclusive,<br>GACX20257-GACX20262, inclusive,<br>GACX20264,<br>GACX20266-GACX20269, inclusive,<br>GACX20271,<br>GACX20273-GACX20275, inclusive,<br>GACX20277-GACX20281, inclusive,<br>GACX20283-GACX20285, inclusive,<br>GACX20287-GACX20293, inclusive and<br>GACX20295-GACX20299, inclusive |

**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: November 23, 2015

*Edward M Luria*

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Edward M. Luria