

ALVORD AND ALVORD PLLC SURFACE TRANSPORTATION BOARD

ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

PHONE: (202) 393-2266
FAX: 1-855-600-2836
E-MAIL: alvord@alvordlaw.com
WEBSITE: www.alvordlaw.com

May 9, 2016

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 Trust Indenture, dated as of May 6, 2016, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Trust Indenture, as amended and supplemented, previously filed with the Board under Recordation Number 21842-A.

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

Indenture Trustee: Computershare Trust Company of Canada
(successor in interest to Montreal Trust
Company of Canada)
1800 McGill College Avenue 6th Floor
Montreal, Quebec H3A 3K9 CANADA

[Issuer: GE Capital Railcar Services Canada Company
645 7th Avenue S.W., 23rd Floor
Calgary, Alberta T2P 4G8 CANADA]

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

All railroad equipment covered by the Trust Indenture filed under Rec. No. 21842-A, as amended and supplemented, is hereby RELEASED and TERMINATED.

Section Chief
May 9, 2016
Page 2

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

Termination of Trust Indenture.

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,

A handwritten signature in black ink, appearing to read "Claire E. Murphy". The signature is written in a cursive style with a large, looping "M".

Claire E. Murphy

CEM
Enclosures

TERMINATION OF TRUST INDENTURE

THIS TERMINATION OF TRUST INDENTURE is made and entered into as of May 6, 2016 by COMPUTERSHARE TRUST COMPANY OF CANADA, a trust company incorporated under the laws of Canada, successor in interest to Montreal Trust Company of Canada, not in its individual capacity except as expressly provided in the Indenture (as defined below), but solely as indenture trustee (“Indenture Trustee”).

1. The Indenture Trustee entered into that certain Trust Indenture dated as of December 8, 1998 (the “Trust Indenture”; as amended and supplemented, the “Indenture”) with GE Capital Railcar Services Canada Company, an unlimited liability company formed under the laws of the Province of Nova Scotia (the “Original Issuer”), by which, *inter alia*, the Original Issuer granted as security an interest in certain railroad equipment and other rights and property to the Indenture Trustee in order to secure the Original Issuer’s performance of its obligations of certain promissory notes issued and secured by the Indenture.

2. Upon the amalgamation of the Original Issuer with GE Capital Railcar Services Canada, Inc., the Indenture Trustee and GE Capital Railcar Services Canada, Inc., a corporation organized under the laws of Canada, entered into a Supplemental Indenture dated as of January 1, 1999 (the “January 1999 Supplemental Indenture”) to evidence that GE Capital Railcar Services Canada, Inc. assumed the Original Issuer’s liability for the due and punctual payment of all the Notes (as defined therein) and the interest thereon and all other monies payable under the Indenture, as limited by Section 3.6 of the Indenture, and its agreement to observe and perform all the covenants and obligations of the Original Issuer under the Indenture.

3. Upon the dissolution of the Original Issuer, GE Railcar Services Inc., a corporation organized under the laws of Canada, assumed all of the obligations of the Original Issuer under the Indenture, including without limitation the Notes as limited by Section 3.6 of the Indenture, by the Supplemental Indenture dated as of October 1, 1999 among GE Railcar Services, Inc., General Electric Capital Canada Inc. and Indenture Trustee (the “October 1999 Supplemental Indenture”).

4. As further described therein, GE Railcar Services, a partnership organized under the laws of Ontario (the “Successor Issuer”), assumed all of the obligations of GE Capital Railcar Services Canada Company under the Indenture, including without limitation the Notes as limited by Section 3.6 of the Indenture, by the Supplemental Indenture dated as of August 1, 2005 among GE Railcar Services, General Electric Capital Canada Inc. and Indenture Trustee (the “2005 Supplemental Indenture”).

5. The Indenture was recorded with the Surface Transportation Board (the “Board”) on December 8, 1998 at 4:25 pm under recordation number 21842-A. The January 1999 Supplemental Indenture was recorded with the Board on February 1, 1999

at 12:10 pm under recordation number 21842-C. The 2005 Supplemental Indenture was recorded with the Board on December 27, 2005 at 11:38 am under recordation number 21842-G. Other supplements, amendments, agreements, releases and terminations related to the Indenture and the Supplement were filed under recordation numbers 21842-E, 21842-I and 21842-J.

6. The Indenture was deposited in the database maintained by the Office of the Registrar General of Canada (“RGC”) pursuant to section 105 of the Canada Transportation Act on December 8, 1998 at 1:50 pm under document key 11270. The January 1999 Supplemental Indenture was deposited with RGC on January 29, 1999 at 3:10 pm under document key 11475. The October 1999 Supplemental Indenture was deposited with RGC on June 5, 2000 at 3:15 pm under document key 12581. The 2005 Supplemental Indenture was deposited with RGC on October 7, 2005 at 3:45 pm under document key 16991. Other supplements, amendments, agreements, releases and terminations related to the Indenture and the Supplement were filed under document keys 14574, 16993, 21385.

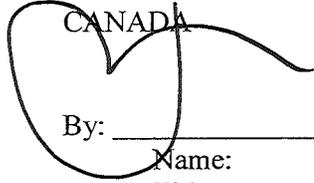
7. The Indenture and each supplement thereto (solely as such supplement pertains to the Indenture) are *terminated effective as of* the date hereof with respect to the units of rail equipment referenced therein. This document constitutes a release of all interests, claims, liens and encumbrances over all railroad equipment at any time covered by the Indenture.

8. This Termination of Trust Indenture shall neither impair nor terminate the rights and obligations of the parties under the Indenture or any supplement thereto which expressly survive termination.

[signature page follows]

IN WITNESS WHEREOF, the Indenture Trustee has caused this Termination of Trust Indenture to be duly executed by its officer duly authorized as of the date and year first above written.

COMPUTERSHARE TRUST COMPANY OF
CANADA



Anastassia Tikhomirova
Corporate Trust Officer

By: _____

Name:
Title:

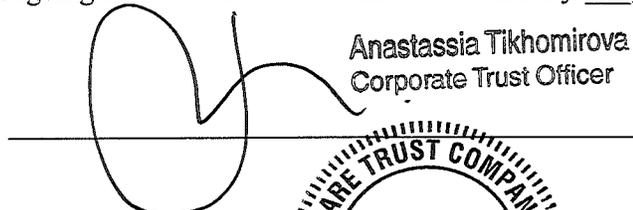


Name: **Mohanie Shivprasad**
Title: **Associate Trust Officer**

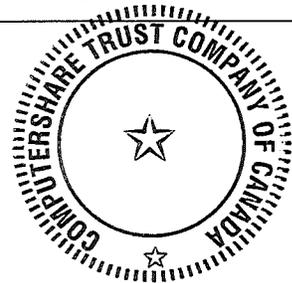
Executed on this 6th day of May, 2016

ACKNOWLEDGEMENTS:

I, Anastassia Tikhomirova certify that I am a Corporate Trust Officer of Computershare Trust Company of Canada, that the instrument was signed and sealed on behalf of the corporation by authority of its Board of Directors, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the corporation. I further declare under penalty of perjury that the foregoing is true and correct. Executed on May 6th, 2016.



Anastassia Tikhomirova
Corporate Trust Officer



CERTIFICATION

I, Claire E. Murphy, an attorney licensed to practice in the State of New York and the State of New Jersey, 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: May 9, 2016



Claire E. Murphy