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October 30, 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 Lease Agreement, dated as of October 30, 2015, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease of Railroad Equipment (CNW 1994-B), as amended and supplemented, previously filed with the Commission and the Board under Recordation Number 18741.

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

Lessor: ARC RAIL 2013-1, LLC
48 Wall Street, 27th Floor
New York, NY 10005

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

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

All railroad equipment covered by the Lease of Railroad Equipment (CNW 1994-B) filed under Rec. No. 18741, the Lease Supplements (CNW 1994-B) filed under Rec. Nos. 18741-C and 18741-E, and the Memorandum of Amendment

Section Chief
October 30, 2015
Page 2

and Restated Equipment Description (CNW 1994-B) filed under Rec. No. 18741-N, including but not limited to 216 rapid discharge aluminum coal cars within the series CNW 880000 – CNW 880249 as more particularly set forth on the attachment to the document.

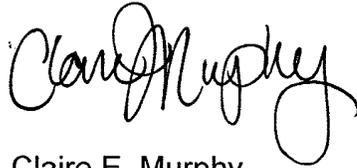
A short summary of the document to appear in the index is:

Termination of Lease Agreement.

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 initial "C".

Claire E. Murphy

CEM
Enclosures

TERMINATION OF LEASE AGREEMENT

THIS TERMINATION OF LEASE AGREEMENT is made and entered into as of October 30, 2015, by ARC RAIL 2013-1, LLC ("Lessor") and UNION PACIFIC RAILROAD COMPANY (the "Lessee").

1. The Lessor has heretofore entered into that certain Lease of Railroad Equipment (CNW 1994-B), dated as of March 1, 1994 (as amended, supplemented or modified to date, the "Lease") by which the Lessor leased certain railroad equipment, including, but not limited to, the railroad equipment described in Exhibit A, to Lessee. Memorandum of the Lease and other operative documents were duly recorded with the Surface Transportation Board and the Registrar General of Canada, as described on Exhibit B.

2. The Lease and other documents specified in paragraph 1 above are terminated effective as of the date hereof, except as limited by paragraph 3 below.

3. This Termination of Lease Agreement shall neither impair nor terminate the rights and obligations of the parties under the Lease which expressly survive termination.

[signature and notary pages follow]

IN WITNESS WHEREOF, the Lessor has caused this Termination of Lease Agreement to be duly executed by its officers duly authorized as of the date and year first above written.

ARC RAIL 2013-1, LLC

By: 

Name: Jeffrey Edelman

Title: Resident

UNION PACIFIC RAILROAD COMPANY

By: _____

Its: _____

Executed on this 30th day of October 2015.

IN WITNESS WHEREOF, the Lessor has caused this Termination of Lease Agreement to be duly executed by its officers duly authorized as of the date and year first above written.

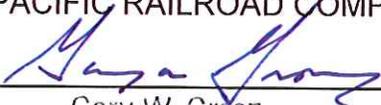
ARC RAIL 2013-1, LLC

By: _____

Name: _____

Title: _____

UNION PACIFIC RAILROAD COMPANY

By:  _____

Gary W. Grosz

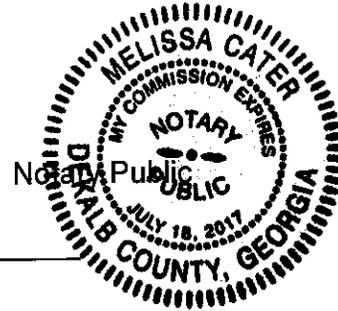
Its: Assistant Treasurer _____

Executed on this 30th day of October 2015.

State of Georgia)
County of Fulton) ss:

On this 29th day of October, 2015, before me personally appeared Jeffrey Edelman, to me personally known, who being duly sworn, says that he is President of ARC RAIL 2013-1, LLC, that said instrument was signed and sealed on behalf of said corporation and that said instrument is the free act and deed of said corporation.

Melissa Cater



My Commission expires on: July 18, 2017

State of Nebraska)
County of Douglas) ss:

On this ___ day of _____, 2015, before me personally appeared Gary W. Grosz, to me personally known, who being duly sworn, says that he is Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that said instrument was signed and sealed on behalf of said corporation and that said instrument is the free act and deed of said corporation.

Notary Public

My Commission expires on: _____

State of _____)
County of _____) ss:

On this ___ day of _____, 2015, before me personally appeared _____, to me personally known, who being duly sworn, says that he is _____ of ARC RAIL 2013-1, LLC, that said instrument was signed and sealed on behalf of said corporation and that said instrument is the free act and deed of said corporation.

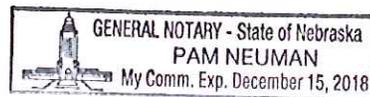
Notary Public

My Commission expires on: _____

State of Nebraska)
County of Douglas) ss:

On this 28th day of October, 2015, before me personally appeared Gary W. Grosz, to me personally known, who being duly sworn, says that he is Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that said instrument was signed and sealed on behalf of said corporation and that said instrument is the free act and deed of said corporation.

Pam Neuman



Notary Public

My Commission expires on: 12-15-2018

Exhibit A

Terminated Equipment

| <u>Equipment</u> | <u>Quantity</u> | <u>Reporting Marks</u> |
|------------------------------------|-----------------|--|
| Rapid Discharge Aluminum Coal Cars | 216 | CNW 880000 - 880006; CNW 880008 - 880011; CNW 880013 - 880019; CNW 880021 - 880028; CNW 880030 - 880032; CNW 880034 - 880036; CNW 880038; CNW 880040 - 880055; CNW 880058 - 880063; CNW 880065 - 880073; CNW 880075 - 880076; CNW 880078; CNW 880080 - 880084; CNW 880086 - 880087; CNW 880089 - 880095; CNW 880097 - 880101; CNW 880103 - 880111; CNW 880113 - 880133; CNW 880135 - 880137; CNW 880139 - 880144; CNW 880146 - 880148; CNW 880150 - 880151; CNW 880153 - 880159; CNW 880161; CNW 880163 - 880186; CNW 880188 - 880192; CNW 880194 - 880197; CNW 880199 - 880207; CNW 880209 - 880211; CNW 880215 - 880222; CNW 880224 - 880241; CNW 880243 - 880249 |

Exhibit B

ORIGINAL SURFACE TRANSPORTATION BOARD FILINGS

| <u>Description</u> | <u>Date Filed</u> | <u>Recordation No.</u> |
|---|--------------------------|-------------------------------|
| Lease of Railroad Equipment, dated as of March 1, 1994 | March 24, 1994 | 18741 |
| Lease Supplement (CNW 1994-B), dated as of May 31, 1994 | May 26, 1994 | 18741-C |
| Lease Supplement (CNW 1994-B), dated as of November 30, 1994 | November 23, 1994 | 18741-E |
| Memorandum of Amended and Restated Equipment Description (CNW 1994-B), effective as of October 30, 2007 | October 26, 2007 | 18741-N |
| Memorandum of Assignment of Lease, dated as of August 12, 2013, assigning Lease to Infinity Transportation, LLC | August 13, 2013 | 18741-W |
| Memorandum of Assignment of Leases, dated as of August 12, 2013, assigning Leases to ARC Rail 2013-1, LLC | August 13, 2013 | 18741-X |

ORIGINAL REGISTRAR GENERAL OF CANADA FILINGS

| <u>Description</u> | <u>Date Filed</u> |
|---|--------------------------|
| Lease of Railroad Equipment, dated as of March 1, 1994 | March 24, 1994 |
| Lease Supplement (CNW 1994-B), dated as of May 31, 1994 | May 26, 1994 |
| Lease Supplement (CNW 1994-B), dated as of November 30, 1994 | November 23, 1994 |
| Memorandum of Amended and Restated Equipment Description (CNW 1994-B), effective as of October 30, 2007 | October 26, 2007 |
| Memorandum of Assignment of Lease, dated as of August 12, 2013, assigning Lease to Infinity Transportation, LLC | August 13, 2013 |
| Memorandum of Assignment of Leases, dated as of August 12, 2013, assigning Leases to ARC Rail 2013-1, LLC | August 13, 2013 |

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: october 30, 2015



Claire E. Murphy