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

December 27, 2013

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 Notice of Termination of Lease, dated as of December 27, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum Of Replacement Lease Agreement previously filed with the Board under Recordation Number 20251-C.

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

Lessor: Fifth Third Equipment Finance Company (f/k/a  
The Fifth Third Leasing Company)  
38 Fountain Square Plaza  
Cincinnati, Ohio 45202

Chief, Section of Administration

December 27, 2013

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

99 railcars within the series KCS 9001 – KCX 9100 and NOKL 230611 – NOKL 230694 as set forth in the equipment schedule attached to the document.

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

Notice of Termination of Lease.

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,

A handwritten signature in black ink, appearing to read 'E. M. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem  
Enclosures

**NOTICE OF TERMINATION OF LEASE**

THIS NOTICE OF TERMINATION OF LEASE ("Termination") dated as of December 27, 2013 is made by and between, First Union Rail Corporation, a corporation organized under the laws of North Carolina ("Lessee") and Fifth Third Equipment Finance Company (f/k/a The Fifth Third Leasing Company), a corporation organized under the laws of Ohio (successor in interest to MetLife Capital Financial Corporation pursuant to that certain Notice and Acknowledgement of Assignment by and between General Electric Business Asset Funding Corporation (successor in interest to MetLife Capital Financial Corporation) and Lessee) ("Lessor").

The parties to this Termination hereby acknowledge and confirm the following:

A. A Memorandum of Replacement Lease dated as of October 27, 2008 (the "Memorandum"), between Lessor and Lessee was recorded at the Surface Transportation Board ("STB") on November 12, 2008 under Recordation Number 20251-C for those certain railcars identified on Schedule 1 attached hereto (the "Railcars"). The Memorandum pertains to that certain Replacement Lease Agreement dated as of August 20, 1996 (as amended, modified or supplemented from time to time, the "Lease Agreement").

B. The parties hereto wish to show for public record the termination of the Lease Agreement and Memorandum and the release of Lessor's security interest in the Railcars and accordingly have caused this Termination to be executed by their officers thereunto duly authorized, as of the date first above written.

C. This Termination may be executed in counterparts, and each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

D. This Termination shall be construed and enforced in accordance with, and the rights of the parties shall be governed by, the laws of the state of Illinois.

[The remainder of this page has been intentionally left blank.]

IN WITNESS WHEREOF, the parties have caused this Notice of Termination of Lease to be executed as of the first date herein above written.

**LESSOR:**

Fifth Third Equipment Finance Company  
(f/k/a The Fifth Third Leasing Company)

Signature: James A. Merz

Print Name: James A. Merz

Title: Vice President

Date: 12/30/13

STATE OF Ohio  
COUNTY OF Hamilton

I, Peggy Jo Bode (Name of officer taking acknowledgment) certify that James A. Merz (Name of Official) personally came before me this day and acknowledged that he (or she) is Vice President (Title of official) of Fifth Third Equipment Finance Company (f/k/a The Fifth Third Leasing Company, a corporation, and that he/she, as Vice President, being authorized to do so, executed the foregoing on behalf of the corporation.

Witness my hand and official seal, this 30<sup>th</sup> day of December, 2013.

Peggy Jo Bode  
Notary

My Commission Expires:  
3/7/2014  
(Notary Seal)



**PEGGY JO BODE**  
Notary Public, State of Ohio  
My Commission Expires  
March 7, 2014

Schedule 1

1	KCS	009001	44	KCS	009052	87	KCS	009098
2	KCS	009002	45	KCS	009054	88	KCS	009099
3	KCS	009003	46	KCS	009055	89	KCS	009100
4	KCS	009004	47	KCS	009056	90	NOKL	230611
5	KCS	009005	48	KCS	009057	91	NOKL	230614
6	KCS	009006	49	KCS	009058	92	NOKL	230617
7	KCS	009007	50	KCS	009059	93	NOKL	230618
8	KCS	009008	51	KCS	009060	94	NOKL	230623
9	KCS	009009	52	KCS	009061	95	NOKL	230640
10	KCS	009010	53	KCS	009062	96	NOKL	230643
11	KCS	009012	54	KCS	009063	97	NOKL	230651
12	KCS	009013	55	KCS	009064	98	NOKL	230669
13	KCS	009015	56	KCS	009065	99	NOKL	230694
14	KCS	009016	57	KCS	009066			
15	KCS	009018	58	KCS	009067			
16	KCS	009019	59	KCS	009068			
17	KCS	009020	60	KCS	009069			
18	KCS	009021	61	KCS	009070			
19	KCS	009022	62	KCS	009071			
20	KCS	009024	63	KCS	009072			
21	KCS	009025	64	KCS	009073			
22	KCS	009026	65	KCS	009074			
23	KCS	009027	66	KCS	009075			
24	KCS	009028	67	KCS	009076			
25	KCS	009029	68	KCS	009078			
26	KCS	009030	69	KCS	009079			
27	KCS	009031	70	KCS	009080			
28	KCS	009032	71	KCS	009081			
29	KCS	009033	72	KCS	009082			
30	KCS	009034	73	KCS	009083			
31	KCS	009035	74	KCS	009084			
32	KCS	009036	75	KCS	009085			
33	KCS	009037	76	KCS	009086			
34	KCS	009038	77	KCS	009087			
35	KCS	009039	78	KCS	009088			
36	KCS	009041	79	KCS	009089			
37	KCS	009042	80	KCS	009090			
38	KCS	009044	81	KCS	009091			
39	KCS	009045	82	KCS	009092			
40	KCS	009046	83	KCS	009093			
41	KCS	009047	84	KCS	009095			
42	KCS	009048	85	KCS	009096			
43	KCS	009050	86	KCS	009097			

**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: December 27, 2013

*Edward M Luria*

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Edward M. Luria