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

September 16, 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 Lease, dated as of September 16, 2014, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Master Railcar Lease Agreement previously filed under Recordation Number 26225.

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

Lessor: CIT Group/Equipment Financing, Inc.
1211 Avenue of the Americas, 20th Floor
New York, NY 10036

[Lessee: McCain Foods USA, Inc.
2905 Butterfield Road
Oak Brook, IL 60523]

Section Chief
September 16, 2014
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A description of the railroad equipment covered by the enclosed document is:

All railcars covered under the Master Railcar Lease Agreement previously filed under Recordation Number 26225 are TERMINATED.

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

Memorandum of Termination 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,

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

Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF TERMINATION OF LEASE

The CIT Group/Equipment Financing, Inc. ("Lessor") is the lessor under that certain Master Railcar Lease Agreement dated as of January 19, 2006 (the "Lease"), among Lessor and McCain Foods USA, Inc. ("Lessee"), with respect to the lease by Lessor to Lessee of certain refrigerated box cars identified in the Lease.

A Memorandum of Railcar Lease between Lessor and Lessee dated as of January 19, 2006, evidencing the Lease, was duly filed and recorded with the Surface Transportation Board on February 28, 2006 under Recordation Number 26225.

This Memorandum of Termination of Lease acknowledges for the public record that the Lease has terminated and that CIT has no further interest in the Lease.

This Memorandum of Termination of Lease shall not impair or terminate any of the rights and obligations of the parties under the Lease that expressly survive its termination.

Dated this 16th day of September, 2014.

I certify that I hold the title set forth below, that this instrument was signed on behalf of Lessor by all necessary corporate authority and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Catherine Stiglich
Name: Catherine Stiglich
Title: Vice President

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: 9/16

Edward M Luria
Edward M. Luria