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

December 4, 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 Notice of Lease Termination, dated as of September 29, 2015, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Master Lease Agreement previously filed with the Board under Recordation Number 25136.

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

Lessor: WL Ross-Greenbrier Rail I LLC (as ultimate assignee  
of Babcock and Brown Rail Funding LLC)  
One Centerpointe Drive, Suite 200  
Lake Oswego, OR 97035

[Lessee: Union Pacific Railroad Corporation  
1400 Douglas Street, Stop 1580  
Omaha, NE 68179]

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

13 railcars TERMINATED: CHTT 503554 - CHTT 503566.

Section Chief  
December 4, 2015  
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A short summary of the document to appear in the index is:

Notice of Lease Termination.

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 blue ink, appearing to read 'E. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem  
Enclosures

**NOTICE OF LEASE TERMINATION**

WL ROSS-GREENBRIER RAIL I LLC, as ultimate assignee of Babcock & Brown Rail Funding LLC, Lessor (the "Lessor"), does hereby give notice that the lease between the Lessor and Union Pacific Railroad Company, Lessee (the "Lessee"), described in a memorandum of lease filed with the Surface Transportation Board under Recordation Number 25136 on August 11, 2004 at 2:37 p.m. (such lease, the "Lease"), has been fully terminated as to all 13 railcars bearing CHTT reporting marks and road numbers 503554 through 503566, inclusive, originally covered thereby (the "Railroad Equipment"), except with respect to those obligations, if any, of Lessor and Lessee under the Lease which expressly survive any termination thereof.

This Notice of Lease Termination constitutes a release of all interests, claims, liens, or encumbrances relating to the Lease and the Railroad Equipment at any time covered by the Lease and identified in the primary and secondary filings relating thereto made under Recordation Number 25136.

IN WITNESS WHEREOF, Lessor has caused this Notice of Lease Termination to be executed by its duly authorized officer as of the date and year first above written, and the undersigned declares under penalty of perjury that he or she holds the title indicated below and that the execution of this Notice of Lease Termination was the free act and deed of the company.

Dated as of September 29, 2015.

WL ROSS-GREENBRIER RAIL I LLC,  
Lessor

By:   
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: December 4, 2015

*Edward M. Luria*

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Edward M. Luria