RECORDATION NO. 12428-B FILED
MARCH 21, 2014 12:55 PM
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
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March 21, 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 an Affidavit, dated as of March 21, 2014, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the lease document previously filed with the Board under Recordation Number 12428.

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

Party: General Electric Railcar Services Corporation
(successor to the lessor named in the terminated leased document)
161 North Clark Street 7th Floor
Chicago, Illinois 60601

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

All railcars described in Recordation Number 12428.

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

Affidavit.

Also enclosed is a check in the amount of $42.00 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,

Edward M. Luria

EML/sem
Enclosures

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STATE OF Illinois)
) ss.
COUNTY OF Cook)

AFFIDAVIT

Before me, a notary public, in and for the County and State aforesaid, appeared Mark Stefani, who first being duly sworn, stated as follows:

1. I am the Vice President of General Electric Railcar Services Corporation ("GERSCo"), and I am authorized to make this Affidavit on behalf of the Corporation.

2. In 1989, GERSCo acquired, directly or indirectly, certain assets from Brae Transportation, Inc., which was formerly known as Brae Corporation.

3. SSI Rail Corp. was merged with and into Itel Corporation effective December 30, 1977.

4. On or about late 1987, Itel Corporation or its affiliates acquired certain assets from Evans Railcar Leasing Company, formerly known as United States Railway Leasing Company, which were sold in connection with the bankruptcy of the corporate parent of Evans Railcar Leasing Company.

5. In or around 1989, Itel Corporation acquired Pullman Leasing Company, formerly known as Signal Capital Corporation, inter alia, after which Pullman Leasing Company was renamed Itel Ral Corporation.

6. Effective June 1, 1992, certain affiliates of GERSCo entered into certain agreements with Itel Corporation, Itel Rail Corporation and Rex Railways, Inc. whereby (a) Itel Corporation, Itel Rail Corporation and Rex Railways, Inc. contributed substantially all of their railcar and railcar lease assets to Railcar Associates, L.P. and (b) Railcar Associates, L.P. leased such railcars and transferred such railcar leases to an affiliate of GERSCo.

7. Effective June 1, 2010, pursuant to an assignment of rights under the leases described above, General Electric Capital Corporation purchased all of the assets of Railcar Associates, L.P., which assets have since been transferred to GERSCo.

8. Certain filings identified on Exhibit A (the "Lease Filings") hereto were made with the Interstate Commerce Commission and the Surface Transportation Board relating to leases by Brae Corporation, Brae Transportation, Inc., SSI Rail Corp., United States Railway Leasing Company, Evans Railcar Leasing Company, Pullman Leasing Company, Rex Railways, Inc., Itel Corporation and Itel Rail Corporation (a) may pertain to leases and/or railcars subsequently transferred to GERSCo and (b) have termination dates which cannot be determined on the face of documents currently on file.

9. In anticipation of a sale of a substantial portion of its boxcar assets to GATX Corporation, the Lease Filings have been brought to the attention of GERSCO.

10. GERSCo states that (a) of the assets it proposes to sell to GATX Corporation, it treats none as being subject to any of the leases or other obligations identified or referenced in the Lease Filings and (b) to its knowledge (without accepting any duty of enquiry), none of the Lease Filings relate to continuing or current obligations of any party.

11. This Affidavit is submitted for filing with the Surface Transportation Board as best evidence that the Lease Filings are terminated and that GERSCO thereafter held title to rail equipment it owned subject to the Lease Filings free and clear of any liens or encumbrances imposed by the Lease Filings.

GENERAL ELECTRIC RAILCAR SERVICES CORPORATION

By: _____

Title: Vice President

Subscribed and sworn before me this 21st day of March, 2014.

_____
NOTARY PUBLIC

My commission expires: 07/12/14

SEAL

OFFICIAL SEAL
KATHY ZACZYNSKI
NOTARY PUBLIC - STATE OF ILLINOIS
MY COMMISSION EXPIRES:07/12/14

Schedule A

LEASE FILINGS

The filings currently on record with the Surface Transportation Board under the following Recordation Numbers:

Filing Number	Filing Date
7449	3/25/1974
7977	6/25/1975
8501	10/1/1975
8653	1/10/1977
8654	1/10/1977
8658	1/12/1977
8658-B	6/8/1978
8668	1/21/1977
8669	1/21/1977
8676	1/24/1977
8709	2/23/1977
8770-A	4/1/1977
8796	4/27/1977
8797	4/27/1977
8798	4/27/1977
8799	4/27/1977
8819	5/11/1977
8837	5/27/1977
8838	5/27/1977
8896	7/20/1977
8904	7/26/1977
9012	11/25/1977
9049-N	4/25/1986
9050	10/21/1977
9072-F	10/19/1987
9102	11/25/1977
9168	1/9/1978
9264	3/6/1978
9279	3/13/1978
9451	6/22/1978
9452	6/22/1978
9453	6/22/1978
9632	7/31/1978

Filing Number	Filing Date
9816	11/6/1978
9837	11/15/1978
9847	11/?/1978
9875-O	11/29/1979
10086-E	6/30/1986
10192-A	3/12/1979
10268-A	4/9/1979
10269-A	4/9/1979
10339	5/3/1979
10402	5/29/1979
10402-A	5/29/1979
10774-B	8/27/1981
10853	9/28/1979
11185	12/11/1979
11185-B	1/18/1980
11498-B	2/14/1980
11498-G	8/4/1980
11789	5/14/1980
11879-A	6/9/1980
11879-C	6/9/1980
11879-F	6/9/1980
12428	11/20/1980
13126	6/1/1981
13175	7/6/1981
13194	7/21/1981
13194-A	7/21/1981
13194-B	7/21/1981
13194-D	3/10/1982
13194-E	4/15/1982
13579	3/3/1982
13579-B	8/23/1982
13585	3/4/1982
13591	3/10/1982

Filing Number	Filing Date
13693	7/7/1982
13702	7/21/1982
13720	8/9/1982
13772	8/23/1982
14288	3/13/1984
14314	5/1/1984
14500	12/11/1984
15506	2/16/1988
16035	11/17/1988
16038	11/17/1988
16081	12/16/1988
16085	12/16/1988
16086	12/16/1988
16087	12/16/1988
16088	12/16/1988
16089	12/16/1988
16092	12/19/1988
16412-B	12/14/1990
16412-C	7/19/1991
16483-A	12/18/1989
16515-A	9/13/1989
16634	11/30/1989
16635	11/30/1989
16636	11/30/1989
17227	2/14/1991
17628	12/16/1991
17628-A	12/16/1991
17793-C	5/20/1992

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: 3/21/14

Edward M Luria

Edward M. Luria