

RECORDATION NO. 23026-A
FILED

JUN 10 09 -3 30 PM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

June 10, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E. Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Partial Termination of Lease, dated as of April 1, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement filed with the Board under Recordation Number 23026.

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

Lessor: Mitsui Rail Capital, LLC
71 South Wacker Drive, Suite 1800
Chicago, IL 60606

[Lessee: CSX Transportation, Inc.
500 Water Street
Jacksonville, FL 32202]

Anne K. Quinlan, Esquire
June 10, 2009
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A description of the railroad equipment covered by the enclosed document is:

50 gondola cars RELEASED within the series CSXT 496592 - CSXT 496715 as more particularly set forth in the attachment to the document.

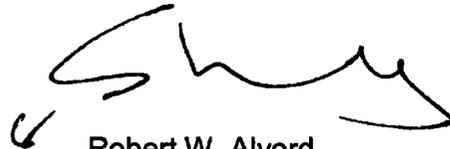
A short summary of the document to appear in the index is:

Memorandum of Partial Termination of Lease.

Also enclosed is a check in the amount of \$41.00 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 "R. Alvord", with a small checkmark to the left.

Robert W. Alvord

RWA/sem
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF PARTIAL TERMINATION OF LEASE

Memorandum of Partial Termination of Lease dated as of April 1, 2009, by Mitsui Rail Capital, LLC, a Delaware limited liability company, formerly known as MRC Rail Services, LLC ("*Lessor*").

WITNESSETH:

1. Lessor and CSX Transportation, Inc., ("*Lessee*") are parties to that certain Lease Agreement dated as of April 20, 2000 (the "*Lease Agreement*"), and Schedule 1 thereto dated as of April 20, 2000 (as amended, the "*Schedule*"), whereby Lessor leased to the Lessee, and the Lessee leased from Lessor, certain railroad cars described in such Schedule. (The Schedule, incorporating the terms of the Lease Agreement, is herein referred to as the "*Lease*.")
2. Notice of the Lease has been made of record by the filing of a Memorandum of Lease Agreement dated as of April 20, 2000, with the Surface Transportation Board on July 28, 2000 under Recordation Number 23026.
3. The duties and obligations of the parties to the Lease have been satisfied and discharged only with respect to the railcars listed on Schedule 1 attached hereto (the "*Released Railcars*"). The terms of the said Lease, only with respect to the railcars listed on Schedule 1 attached hereto, have not been renewed and have therefore expired. Wherefore, this filing hereby partially terminates of record the Lease, only with respect to the railcars listed on Schedule 1 attached hereto.

IN WITNESS WHEREOF, the undersigned has caused this memorandum to be duly executed by its officer duly authorized as of the date hereof.

MITSUI RAIL CAPITAL, LLC

By: John O Bryan
 Name: John O Bryan
 Title: President

STATE OF ILLINOIS

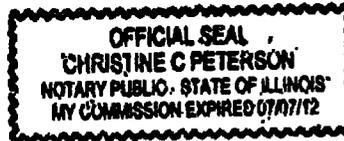
COUNTY OF COOK

On this 10th day of June, 2009, before me personally appeared John O' Bryan, to me personally known, who being by me duly sworn, says that he is the President of Mitsui Rail Capital, LLC that the foregoing instrument was signed on behalf of said company, and he acknowledged that the execution of the said instrument was his free act and deed.

Christie C. Peterson

NOTARY PUBLIC

My commission expires: 7/7/12



SCHEDULE 1

RELEASED RAILCARS

Description of Equipment

Fifty (50) Covered Steel Coil Gondola Cars bearing marks and numbers as follows:

1	CSXT	496592	26	CSXT	496654
2	CSXT	496595	27	CSXT	496656
3	CSXT	496599	28	CSXT	496657
4	CSXT	496600	29	CSXT	496658
5	CSXT	496602	30	CSXT	496661
6	CSXT	496605	31	CSXT	496663
7	CSXT	496609	32	CSXT	496666
8	CSXT	496610	33	CSXT	496668
9	CSXT	496614	34	CSXT	496669
10	CSXT	496615	35	CSXT	496672
11	CSXT	496617	36	CSXT	496676
12	CSXT	496624	37	CSXT	496680
13	CSXT	496627	38	CSXT	496681
14	CSXT	496629	39	CSXT	496682
15	CSXT	496630	40	CSXT	496684
16	CSXT	496632	41	CSXT	496685
17	CSXT	496633	42	CSXT	496688
18	CSXT	496634	43	CSXT	496691
19	CSXT	496636	44	CSXT	496697
20	CSXT	496642	45	CSXT	496706
21	CSXT	496645	46	CSXT	496709
22	CSXT	496647	47	CSXT	496710
23	CSXT	496648	48	CSXT	496713
24	CSXT	496649	49	CSXT	496714
25	CSXT	496652	50	CSXT	496715

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, 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:

6/10/09



Robert W. Alvord