

Sean Dougherty
AVP, Contracts
CIT Rail



September 29, 2009

Secretary
Surface Transportation Board
Washington, D.C. 20423

RECORDATION NO. 21034-C FILED

SEP 30 '09

5-15 PM

RE: WC01003

SURFACE TRANSPORTATION BOARD

Dear Secretary:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) is a **Termination of Lease** dated as of **September 29, 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 which was filed with the Board under Recordation Number **21034-A**.

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

(Parties of the Termination of Lease)

Lessor: The CIT Group/Equipment Financing, Inc.
30 South Wacker Drive, #3000
Chicago, IL 60606

A description of the railroad equipment covered by the enclosed document is **2 Railcars CEFX 75172 and CEFX 75174** as more particularly set forth in the **Exhibit A** attached to the Termination.

A short summary of the document to appear in the index is: **Termination of Lease**.

Kindly return stamped copies of the enclosed document to the undersigned.

Best regards,

/s

Sean Dougherty
AVP, Contracts
CIT Rail

Enclosure

CIT RAIL
30 South Wacker Drive
Suite 3000
Chicago, IL 60606

t. 312.906.5785 f. 312.906.5833
sean.dougherty@citrail.com

SEP 30 '09

5-15 PM

TERMINATION OF LEASE

SURFACE TRANSPORTATION BOARD

The CIT Group/Equipment Financing, Inc. ("CIT") is the lessor under that certain Master Rail Lease Agreement dated as of **November 10, 1997** (the "Master Lease") between **The CIT Group/Equipment Financing, Inc.**, as lessor, and as lessee (the "Lessee"), and **Equipment Schedule No. 001** thereto, as amended (the "Schedule"; the Schedule and Master Lease, to the extent incorporated in or relating to the Schedule, are hereinafter collectively referred to as the "Lease"), with respect to the lease by CIT to Lessee **two (2) railcars** identified on Exhibit A hereto.

A Memorandum of Lease dated as of **January 5, 1999** between **The CIT Group/Equipment Financing, Inc.** and Lessee, relating to the Lease, was duly filed and recorded with the Surface Transportation Board on **February 10, 1999** under Recordation Number **21034-A**.

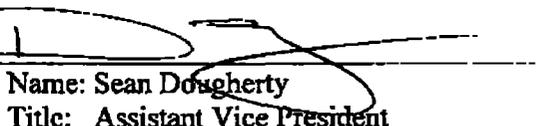
This Termination of Lease acknowledges for the public record that the Lease has terminated and that CIT has no further interest in the Lease.

This 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 **29th day of September, 2009**.

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

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: 

Name: Sean Dougherty

Title: Assistant Vice President

Schedule A

Quantity

2

Equipment Description

Newly built 5230 c.f. capacity
pressure differential covered
hopper cars

Reporting Marks and Numbers

CEFX 75172 ; 75174



LEXIS Document Services

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February 9, 1999

Janice Fort
Surface Transportation Board
Recordation Office
1925 K Street
Suite 70
Washington D.C. 20423

RECORDATION NO. 21034-A FILED

FEB 10 '99

9:40 AM

Dear Janice,

Enclosed is an original plus 2 copies, all notarized. This is a Memorandum of Railcar Lease between The Cit Group/Equipment Financing Inc. and Wisconsin Central Ltd. Dated 2/5/99 to railcar lease dated 11/28/97 #21034.

Also, enclosed is a check made payable to: Surface Transportation Board.

After recording the document, please return the acknowledgment copies to my attention using First Class Mail.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20254.

Thank you for your prompt assistance.

Sincerely,

Rebecca Heisler
Administrator

enclosure

800-634-9738

RECORDATION NO. 21034 FILED A
FEB 10 '99 9-40AM

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 5th day of February, 1999 is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a New York corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and WISCONSIN CENTRAL LTD., an Illinois corporation, with an address at One O'Hare Center, 6250 N. River Road, Suite 9000, Rosemont, Illinois 60018 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of Nov. 10, 1997 covering the equipment listed on Schedule A hereto (the "Equipment"); pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on 11/28/97 as No. 21034.

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

IN WITNESS WHEREOF, the undersigned has caused this Document to be executed by a duly authorized officer as of the day and year first above written.

THE CIT GROUP/EQUIPMENT FINANCING, INC.,

By: [Signature]
Name: LAWRENCE E. LITTEBIRD
Title: Vice President

WISCONSIN CENTRAL LTD.,

By: [Signature]
Name: ROBERT C. GRANDAID
Title: ADD - EQUIPMENT MANAGER

STATE OF)
) SS:
COUNTY OF)

On this _____ day of _____, 199_, before me personally appears ROBERT C. GRANDROD, to me personally known, who by me duly sworn, says that he/she is the CEO-EQUIPMENT MANAGEMENT of WISCONSIN CENTRAL LTD. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Gregory L. Davis, Sr.
Notary Public

My Commission expires: 7/14/01

STATE OF NEW YORK)
) SS:
COUNTY OF NEW YORK)

On this 5th day of February 1999, before me personally appears Lawrence Littlefield, to me personally known, who by me duly sworn, says that he/she is the Vice-President of THE CIT GROUP/EQUIPMENT FINANCING, INC. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Barbara Garner
Notary Public

[SEAL]

My Commission expires

BARBARA GARNER
Notary Public, State of New York
No. 01GA5065133
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires Sept. 3, 1999 2000

Schedule A

Quantity

2

Equipment Description

Newly built 5230 c.f. capacity
pressure differential covered
hopper cars

Reporting Marks and Numbers

CEFX 75172 ; 75174