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OF COUNSEL
URBAN A. LESTER

November 6, 2012

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 Termination of Security Interest in Cars and Lease(s), dated as of November 2, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 25643.

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

Secured Party: The CIT Group/Equipment Financing, Inc.
30 S. Wacker Drive, Suite 2900
Chicago, IL 60606

Section Chief
November 6, 2012
Page 2

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

106 covered hopper railcars within the series NAHX 46113 – NAHX 57351 and NAHX 475037 - NAHX 801268 as more particularly set forth in the attachment to the document

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

Termination of Security Interest in Cars and Lease(s).

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,

A handwritten signature in black ink, appearing to read 'Edward M. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

FILED
November 6, 2012 04:20 PM

Termination of Security Interest in Cars and Lease(s)

For value received, The CIT Group/Equipment Financing, Inc. (the "Secured Party"), releases and terminates any and all rights and interests of Secured Party with respect to the railcars described in the schedule attached hereto (and any leases of those railcars) (the "Released Collateral"), including without limitation any security interests and other rights and interests relating to the Released Collateral pursuant to the memoranda listed in the table below and the agreements referenced therein:

Description of document	Date of filing with STB	STB recordation number
Memorandum of Security Agreement	06/23/05	25643-B
Memorandum of Security Agreement	06/23/05	25643-C
Memorandum of Amendment to Security Agreement	06/04/09	25643-D
Memorandum of Amendment to Security Agreement	06/04/09	25643-E

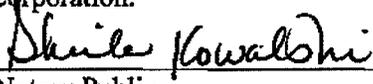
Executed as of 11/5, 2012.

~~THE CIT GROUP/EQUIPMENT FINANCING, INC.~~

By: 
Richard Rossi, Director

State of Illinois; County of Cook

On 11/5, 2012, personally appeared before me Richard Rossi, to me personally known, who being by me duly sworn, said that he is a Director of The CIT Group/Equipment Financing, Inc., that, as such officer, being duly authorized to do so, he executed the foregoing instrument on behalf of such corporation.


Notary Public
My commission expires:

[NOTARIAL SEAL]

OFFICIAL SEAL
Sheila Kowalski
Notary Public, State of Illinois
My Commission Expires 2/28/15

Schedule
to Termination of Security Interest in Cars and Lease(s)

Items relating to 106 cars leased to Union Pacific Railroad Company:

Acquisition Agreement:

Purchase and Sale Agreement dated as of June 7, 2005, between Infinity Rail, LLC, as Buyer, and The David J. Joseph Company, as Seller.

Lease Agreement:

Rider no. 19 (in the form of a letter dated January 31, 1991, executed on behalf of Union Pacific Railroad Company on 3/4/91 and on behalf of General Electric Railcar Leasing Services Corporation (f/k/a General Electric Railcar Services Corporation) on 5/20/91, and Exhibits A and B thereto) (which Rider no. 19 incorporates the provisions of the General Electric Railcar Services Corporation Car Leasing Agreement 8812-83 dated October 14, 1986 between General Electric Railcar Services Corporation as original lessor and Union Pacific Railroad Company as lessee), as amended by (i) Rider No. 19 Renewal No. 1 (executed on behalf of Union Pacific Railroad Company on 6/3/96 and on behalf of General Electric Railcar Services Corporation on 6/7/96), (ii) Rider No. 19 Renewal No. 2 (executed on behalf of Union Pacific Railroad Company on 7/24/01 and on behalf of General Electric Railcar Services Corporation on 7/27/01), and (iii) Rider No. 19 Renewal No. 3 (executed on behalf of Union Pacific Railroad Company on an unspecified date and on behalf of General Electric Railcar Services Corporation on 10/26/04) (together with any and all riders, exhibits, schedules, amendments, addenda, supplements, instruments, guarantees, and other agreements related thereto, the "Lease"), which Lease was assigned to The David J. Joseph Company ("DJJC") by General Electric Railcar Services Corporation on 11/10/04, in connection with the sale of the Railcars subject thereto

The Acquisition Agreement and Lease Agreement relate to the following Railcars:

Description of Cars:

4750 cu. ft. covered hopper railcars

Quantity:

One hundred six (106)

Reporting marks and identifying numbers:

NAHX046113	NAHX054101	NAHX056148	NAHX475348	NAHX478428
NAHX046276	NAHX054162	NAHX056237	NAHX475375	NAHX478457
NAHX046284	NAHX054407	NAHX056238	NAHX475459	NAHX478462
NAHX046285	NAHX054409	NAHX056247	NAHX475707	NAHX478522
NAHX046727	NAHX054425	NAHX056274	NAHX475733	NAHX478524
NAHX046746	NAHX054426	NAHX056280	NAHX475745	NAHX478527
NAHX046750	NAHX055251	NAHX056286	NAHX475856	NAHX478528
NAHX046780	NAHX055272	NAHX056713	NAHX475857	NAHX478531
NAHX046962	NAHX055324	NAHX057346	NAHX475858	NAHX479044
NAHX052965	NAHX055404	NAHX057351	NAHX475881	NAHX479210
NAHX052999	NAHX055456	NAHX475037	NAHX476023	NAHX481054
NAHX053547	NAHX055465	NAHX475109	NAHX476109	NAHX800096
NAHX053553	NAHX055490	NAHX475124	NAHX476111	NAHX800126
NAHX053565	NAHX055499	NAHX475142	NAHX476190	NAHX800392
NAHX053581	NAHX055543	NAHX475143	NAHX476215	NAHX800637
NAHX053584	NAHX055544	NAHX475147	NAHX476225	NAHX800673
NAHX053593	NAHX055548	NAHX475148	NAHX476362	NAHX801225
NAHX053658	NAHX055557	NAHX475154	NAHX476367	NAHX801268
NAHX053764	NAHX055566	NAHX475162	NAHX476377	
NAHX053818	NAHX055596	NAHX475208	NAHX476378	
NAHX053839	NAHX055637	NAHX475209	NAHX477226	
NAHX053962	NAHX056143	NAHX475249	NAHX477227	

These reporting marks on these cars have been changed to "IFRX" (no change to the road numbers). See the filings made with the STB on 06/04/09 under recordation nos. 25643-D and 25643-E.

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: 4/6/12

Edward M Luria
Edward M. Luria