RECORDATION NO. 23623-C
FILED August 9, 2013 10:30 AM
SURFACE TRANSPORTATION BOARD

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August 9, 2013

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 Memorandum of Termination of Lease, dated as of August 8, 2013, 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 previously filed with the Board under Recordation Number 23623.

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

Lessor: The CIT Group/Equipment Financing, Inc. (successor In interest to ICX Corporation)
30 South Wacker Drive, Suite 2900
Chicago, IL 60606

[Lessee: Electro-Motive Diesel, Inc. (successor in interest to Electro-Motive Division, General Motors Corporation)
9301 West 55th Street
LaGrange, IL 60525]

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

10 railcars TERMINATED: EMDX 2816 – EMDX 2825, inclusive.

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

Memorandum of Termination of Lease.

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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MEMORANDUM OF TERMINATION OF LEASE

The CIT Group/Equipment Financing, Inc. ("CIT"), as successor in interest to ICX Corporation, is the lessor under that certain Master Lease Agreement dated August 27, 2001 and Equipment Lease Schedule No. 01 thereto dated August 27, 2001, as amended (collectively, the "Lease") between CIT and Electro-Motive Diesel, Inc. ("Lessee"), as successor in interest to Electro-Motive Division, General Motors Corporation, as lessee, with respect to the lease by CIT to Lessee of ten (10) SD40-2 locomotives identified in the Lease.

A Memorandum of Lease Agreement dated as of August 27, 2001, relating to the Lease, was duly filed and recorded with the Surface Transportation Board on August 24, 2001 under Recordation Number 23623. Notices of changes to the road numbers with respect to the subject locomotives were subsequently filed and recorded with the Surface Transportation Board on October 30, 2002 under Recordation Number 23623-A and on August 1, 2003 under Recordation Number 23623-B.

This Memorandum of Termination of Lease acknowledges for the public record that the Lease has terminated.

This Memorandum of 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 8th day of August, 2013.

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: DAN D. STEFANO
Title: SVP & GM LOCOMOTIVES

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: 8/9/2013

Edward M Luria

Edward M. Luria