

RECORDATION NO. 23153 - J  
FILED

JUN 29 '11 -4 00 PM

**SURFACE TRANSPORTATION BOARD**

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ELIAS C ALVORD (1942)  
ELLSWORTH C ALVORD (1964)

June 29, 2011

Ms. Cynthia T. Brown  
Chief of the Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 "E" Street, S.W.  
Washington, D.C. 20423

Dear Ms. Brown.

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Notice of Full Termination of Lease, dated as of June 29, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete termination and relates to the Memorandum of Lease Agreement and Lease Supplement previously filed with the Board under Recordation Number 23153.

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

Lessor: U S Bank National Association , as successor  
to State Bank and Trust Company of  
Connecticut, National Association, not in its  
individual capacity but solely as Trustee  
225 Asylum Street, 23rd Floor  
Hartford, Connecticut 06103

[Lessee: General Electric Capital Corporation  
120 Long Ridge Road  
Stamford, Connecticut 06927]

Ms. Cynthia T. Brown  
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A description of the railroad equipment covered by the enclosed document is:

All railcars remaining under the Lease, as supplemented, appearing in the lease agreement memoranda and amendments thereto filed under this recordation number

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

Notice of Full 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,



Robert W. Alvord

RWA/bhs  
Enclosures

RECORDATION NO. 23153 FILED <sup>-5</sup>

JUN 29 '11 -4 00 PM *Execution Copy*

**SURFACE TRANSPORTATION BOARD**  
**NOTICE OF FULL TERMINATION OF LEASE**

The undersigned, U.S. BANK NATIONAL ASSOCIATION (successor in interest to State Street Bank and Trust Company of Connecticut, National Association), not in its individual capacity but solely as Trustee, and as Lessor (the "Lessor"), for good and valuable consideration, the receipt and sufficiency of which are acknowledged, hereby gives notice that it has terminated the Lease Agreement (RAIL-2000-NL) dated as of September 27, 2000, as amended, modified or supplemented (the "Lease"), with GENERAL ELECTRIC CAPITAL CORPORATION, as Lessee (the "Lessee").

A Memorandum of Lease Agreement and Lease Supplement was duly filed and recorded with the Surface Transportation Board (the "Board") on October 6, 2000 under Recordation Number 23153. In addition thereto, the documents listed in Exhibit A which relate to the Lease were duly filed with the Board. Similar documentation was filed with the Registrar General of Canada pursuant to section 105 of the Canada Transportation Act as noted in Exhibit B. This document constitutes a release of all interests, claims, liens or encumbrances over all railroad equipment at any time covered by the Lease and all supplements thereto identified in the primary and secondary filings made under Recordation Number 23153.

This Notice of Full Termination of Lease is executed without prejudice to the rights or obligations of the parties which expressly survive under the Lease or the termination agreement between the parties.

Dated: June 29, 2011

[Signature Page Follows]



**Exhibit A**  
**(RAIL-2000-NL)**

1. Memorandum of Lease Agreement and Lease Supplement dated as of September 27, 2000 by and between State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity, but solely as Trustee, Lessor, and General Electric Capital Corporation, Lessee, filed with the Board on October 6, 2000 under Recordation Number 23153.
2. Memorandum of Loan and Security Agreement dated as of September 27, 2000 by and between State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity, but solely as Trustee, and AIG-FP Funding (Cayman) Limited, Lender, filed with the Board on October 6, 2000 under Recordation Number 23153-A.
3. Notice of Change of Owner Trustee dated August 27, 2004 by U.S. Bank National Association, filed with the Board on September 22, 2004 under Recordation Number 23153-B.
4. Memorandum of Amendment to Memorandum of Lease Agreement and Lease Supplement dated as of February 28, 2008 between U.S. Bank National Association, as successor to State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity, but solely as Trustee, Lessor, and General Electric Capital Corporation, Lessee, filed with the Board on March 5, 2008 under Recordation Number 23153-C.
5. Memorandum of Amendment to Memorandum of Loan and Security Agreement dated as of February 28, 2008 between U.S. Bank National Association, as successor to State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity, but solely as Trustee, and AIG-FP Funding (Cayman) Limited, Lender, filed with the Board on March 5, 2008 under Recordation Number 23153-D.
6. Memorandum of Amendment to Memorandum of Lease Agreement and Lease Supplement dated as of September 17, 2008 between U.S. Bank National Association, as successor to State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity, but solely as Trustee, Lessor, and General Electric Capital Corporation, Lessee, filed with the Board on October 10, 2008 under Recordation Number 23153-E.
7. Memorandum of Amendment to Memorandum of Loan and Security Agreement dated as of September 17, 2008 between U.S. Bank National Association, as successor to State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity, but solely as Trustee, and AIG-FP Funding (Cayman) Limited, Lender, filed with the Board on October 10, 2008 under Recordation Number 23153-F.
8. Memorandum of Amendment to Memorandum of Lease Agreement and Lease Supplement dated as of June 28, 2010 between U.S. Bank National Association, as

successor to State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity, but solely as Trustee, Lessor, and General Electric Capital Corporation, Lessee, filed with the Board on June 29, 2010 under Recordation Number 23153-G.

9. Memorandum of Amendment to Memorandum of Loan and Security Agreement dated as of June 28, 2010 between U.S. Bank National Association, as successor to State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity, but solely as Trustee, and AIG-FP Funding (Cayman) Limited, Lender, filed with the Board on June 29, 2010 under Recordation Number 23153-H.

**Exhibit B**  
**(RAIL-2000-NL)**

1. Memorandum of Lease Agreement and Lease Supplement dated as of September 27, 2000 by and between State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity, but solely as Trustee, Lessor, and General Electric Capital Corporation, Lessee, deposited in the Office of the Registrar General of Canada on October 2, 2000 at 3:11 p.m.
2. Memorandum of Loan and Security Agreement dated as of September 27, 2000 by and between State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity, but solely as Trustee, and AIG-FP Funding (Cayman) Limited, Lender, deposited in the Office of the Registrar General of Canada on October 2, 2000 at 3:12 p.m.
3. Notice of Change of Owner Trustee dated August 27, 2004 by U.S. Bank National Association, deposited in the Office of the Registrar General of Canada.
4. Memorandum of Amendment to Memorandum of Lease Agreement and Lease Supplement dated as of February 28, 2008 between U.S. Bank National Association, as successor to State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity, but solely as Trustee, Lessor, and General Electric Capital Corporation, Lessee, deposited in the Office of the Registrar General of Canada.
5. Memorandum of Amendment to Memorandum of Loan and Security Agreement dated as of February 28, 2008 between U.S. Bank National Association, as successor to State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity, but solely as Trustee, and AIG-FP Funding (Cayman) Limited, Lender, deposited in the Office of the Registrar General of Canada.
6. Memorandum of Amendment to Memorandum of Lease Agreement and Lease Supplement dated as of September 17, 2008 between U.S. Bank National Association, as successor to State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity, but solely as Trustee, Lessor, and General Electric Capital Corporation, Lessee, deposited in the Office of the Registrar General of Canada.
7. Memorandum of Amendment to Memorandum of Loan and Security Agreement dated as of September 17, 2008 between U.S. Bank National Association, as successor to State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity, but solely as Trustee, and AIG-FP Funding (Cayman) Limited, Lender, deposited in the Office of the Registrar General of Canada.
8. Memorandum of Amendment to Memorandum of Lease Agreement and Lease Supplement dated as of June 28, 2010 between U.S. Bank National Association, as successor to State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity, but solely as Trustee, Lessor, and General Electric Capital

Corporation, Lessee, deposited in the Office of the Registrar General of Canada on June 28, 2010 at 2:33 p.m.

9. Memorandum of Amendment to Memorandum of Loan and Security Agreement dated as of June 28, 2010 between U.S. Bank National Association, as successor to State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity, but solely as Trustee, and AIG-FP Funding (Cayman) Limited, Lender, deposited in the Office of the Registrar General of Canada on June 28, 2010 at 2:33 p.m.

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**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: 6/29/11



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Robert W. Alvord