

RECORDATION NO. 25190-0 FILED

AUG 17 '11 -5 00 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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August 17, 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 Memorandum of Partial Termination of Lease, dated as of August 17, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease previously filed with the Board under Recordation Number 25190-O.

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

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

[Lessee: Union Pacific Railroad Company
1416 Dodge Street, Suite 200
Omaha, Nebraska 68179]

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

All railcars covered by the Memorandum of Lease filed as STB Recordation No. 25190-O, except the following: CNW 190850, CNW 470237 and CNW 470440.

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,



Edward M. Luria

RWA/EML/bhs
Enclosures

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MEMORANDUM OF PARTIAL TERMINATION OF LEASE SURFACE TRANSPORTATION BOARD

The CIT Group/Equipment Financing, Inc. ("CIT") is the lessor under that certain Master Net Railcar Lease dated as of July 9, 2004 (the "Master Lease") between CIT, as lessor, and Union Pacific Railroad Company, as lessee (the "Lessee"), and Schedule No. 12 thereto dated as of December 29, 2005 (the "Schedule"; the Schedule and the 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 of four hundred seventy two (472) covered hopper cars identified therein (the "Cars"), including three (3) Cars identified on Exhibit A hereto (the "Excluded Cars"). The Cars other than the Excluded Cars are hereinafter referred to as the "Terminated Cars".

A Memorandum of Lease dated as of December 29, 2005 between Lessor and Lessee, relating to the Lease, was duly filed and recorded with the Surface Transportation Board on March 17, 2006 under Recordation Number 25190-O.

This Memorandum of Partial Termination of Lease acknowledges for the public record that the Lease has terminated with respect to the Terminated Cars.

This Memorandum of Partial Termination of Lease (i) applies solely with respect to the Terminated Cars and (ii) shall not impair or terminate any of the rights and obligations of the parties under the Lease that expressly survive its termination.

Dated this 17th day of August, 2011.

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.

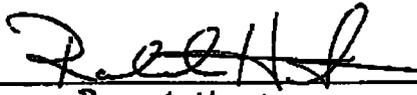
By: 
Name: Randal Houk
Title: Vice President

Exhibit A

Excluded Cars

CNW 190850
CNW 470237
CNW 470440

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: 8-17-11



Robert W. Alvord