

GREENBRIER
LEASING COMPANY LLC

Greenbrier Leasing Company LLC

One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035
503 684 7000 Fax 503 684 7553

September 14, 2011

RECORDATION NO. 20228-D FILED

VIA FEDERAL EXPRESS

SEP 15 '11 -1 01 PM

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

SURFACE TRANSPORTATION BOARD

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are three (3) true copies of a Partial Termination of Security Interest dated as of September 6, 2011, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177. Also enclosed is a payment of \$41 payable to the order of the Surface Transportation Board covering the required recordation fee.

This document relates to the Memorandum of Master Assignment Agreement filed with the Board under Recordation Number **20228-B**.

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

Debtor: KeyCorp Leasing, a Division of
Key Corporate Capital Inc.
54 State Street
Albany, NY 12207

Secured Party: General Electric Capital Corporation
(f/k/a Transamerica Equipment Financial Services Corporation)
5080 Spectrum Drive, Suite 1100 West
Addison, TX 75001

The equipment description for the enclosed document is:

One hundred (100) 52' 6", 100-ton gondola railcars marked and numbered
CW 5100 through CW 5199.

Please return stamped copies of the enclosed document not needed for your files to the undersigned.

Section Chief
Surface Transportation Board
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A short summary of the enclosed document to appear in the Board's Index is.

Partial Termination of Security Interest dated as of September 6, 2011.

If you have any questions, please do not hesitate to call.

Sincerely,

A handwritten signature in black ink, appearing to read "Shei Grether". The signature is written in a cursive style with a large initial "S".

Shei Clarke Grether
Paralegal

SCG:ms
Enclosures

cc: Edward M. Luria, Esq.

EXHIBIT A
To Termination of Security Interest

Equipment:

One hundred (100) 52' 6", 100-ton 286,000 lbs., 5' 6" high side gondola railcars marked and numbered CW 5100 through CW 5199 (CW 5109, CW 5112, CW 5130, CW 5169 and CW 5173 have been destroyed but are nonetheless subject to this termination).

Lease:

Schedule No. 1 dated June 13, 1996, to that certain Lease Agreement dated as of June 13, 1996, by and between Key Equipment Finance Inc. (as successor to KeyCorp Equipment Leasing Ltd.) and Colorado & Wyoming Railway Company.