

RECORDATION NO. 23837-E FILED

OCT 27 '11 8 00 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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October 27, 2011

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 Notice of Termination of Lease, dated as of October 26, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease Agreement as cited in the Memorandum of Assignment and Assumption Agreement previously filed with the Board under Recordation Numbers 24034 and 23837 and related documents.

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

Lessor	BBRX Two LLC (as ultimate assignee of Joseph Transportation Services, Inc) 545 Steamboat Road Greenwich, CT 06830
[Lessee]	Rio Grande Chemical Sales Company 901 Lindberg McAllen, TX 78501]

Section Chief
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A description of the railroad equipment covered by the enclosed document
is

25 railcars LCEX 1125 – LCEX 1149 (including casualties LCEX 1134
and 1138) (previously marked LCEX 1118 - LCEX 1142 and RGCX 1118
– RGCX 1142)

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

Notice of 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,

A handwritten signature in black ink, appearing to read 'Edward M. Luria'. The signature is fluid and cursive, with a large initial 'E' and a long, sweeping line extending to the right.

Edward M. Luria

EML/sem
Enclosures

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OCT 27 '11 -8 00 AM

NOTICE OF TERMINATION OF LEASE

SURFACE TRANSPORTATION BOARD

Notice is hereby given that the railcar lease identified on Exhibit A attached hereto between BBRX Two LLC, as Lessor, and the lessee there identified has been terminated or has expired in accordance with its terms as to the railcars also listed in Exhibit A attached hereto.

IN WITNESS WHEREOF, BBRX Two LLC, has caused this Notice to be executed by a duly authorized officer as of October 16 2011.

BBRX TWO LLC, Lessor

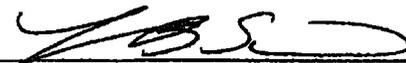
By. New Province Rail Partners,
Manager

By: 

Name: Leonard Shavel

Title: Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Manager and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

By: 

Name: Leonard Shavel

Title: Vice President

EXHIBIT A
(to Notice of Termination of Lease)

1. The Lease Agreement, dated February 12, 1998, between Rio Grande Chemical Sales Company, Lessor, and Joseph Transportation Services, Inc., Lessee as cited in the Memorandum of Assignment and Assumption Agreement, dated as of December 18, 2001, from Rio Grande Chemical Sales Company, Assignor, to Joseph Transportation Services, Inc., Assignee, filed with the Board on January 18, 2002, at 10:32 a.m. under Recordation Number 23837 and on June 19, 2002 at 10:30 a.m. under Recordation Number 24034. Further assigned under the following documents:

Assignment and Assumption Agreement, dated as of March 28, 2002 from Joseph Transportation Services, Inc., Assignor, to Babcock & Brown Rail Funding LLC, Assignee, filed with the Board on March 28, 2002, at 3:34 p.m. under Recordation Number 23837-A.

Assignment and Assumption Agreement, dated as of May 9, 2002 from Babcock & Brown Rail Funding LLC, Assignor, to The Freight Leasing Partnership, LLP, Assignee, filed with the Board on May 9, 2002, at 1:44 p.m. under Recordation Number 23837-B.

Lease Assignment Agreement, dated as of July 9, 2004, between The Freight Partnership, LLP, as Assignor, and North America Rail Leasing #34 LLC (d/b/a Babcock & Brown Rail Leasing), as Assignee, filed with the Board on July 9, 2004 at 6:50 p.m. under Recordation Number 23837-C.

Assignment and Assumption Agreement, dated as of September 15, 2006, among North America Rail Leasing #3 LLC (d/b/a Babcock & Brown Rail Leasing), as Head Lessee, The Freight Leasing Partnership LLP, as Seller, and BBRX Two LLC, as Buyer, filed with the Board on September 15, 2006 at 12:25 p.m. under Recordation Number 23837-D. [Reporting mark changed to LCEX.]

Equipment terminated:

25 railcars: LCEX 1125 – LCEX 1149 (including casualties LCEX 1134 and 1138) (previously marked LCEX 1118 - LCEX 1142 and RG CX 1118 – RG CX 1142)

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 10/27/11

Edward M Luria
Edward M Luria