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**SURFACE TRANSPORTATION BOARD**

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April 5, 2012

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 Termination of Leases, dated as of March 19, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Numbers 21859 and 21860.

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

Lessor:                   The Fifth Third Equipment Finance Company  
                                  (formerly Fifth Third Leasing Company)  
                                  38 Fountain Square Plaza  
                                  Cincinnati, OH 45263

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

40 locomotives TERMINATED: KCS 6600 – KCS 6620 and GTW 5938 – GTW 5956 (previously KCS 6621 – KCS 6639).

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

Termination of Leases.

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 stylized with a large initial 'E' and a long horizontal stroke.

Edward M. Luria

EML/sem  
Enclosures

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## TERMINATION OF LEASES

SURFACE TRANSPORTATION BOARD

**THIS TERMINATION OF LEASES** is made and entered into as of March 19, 2012 by **FIFTH THIRD EQUIPMENT FINANCE COMPANY** (the "Lessor").

## WITNESSETH:

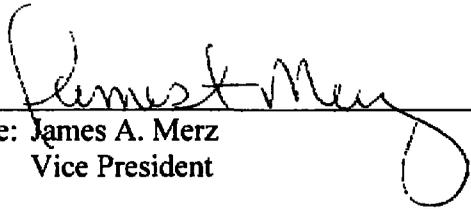
1. **Fleet Capital Corporation** ("Original Lessor") as lessor and **Grand Trunk Western Railroad Incorporated** (now known as **Grand Trunk Western Railroad Company**) ("GTW") as lessee entered into a Lease of Railroad Equipment dated as of November 15, 1998, as amended or supplemented, (the "GTW Lease") covering forty (40) EMD SD40-3 locomotives marked **KCS 6600 through KCS 6620** and **GTW 5938 through GTW 5956 (formerly KCS 6621 through KCS 6639)** (collectively, the "Locomotives");
2. To evidence the GTW Lease, a Memorandum of Lease of Railroad Equipment dated as of November 15, 1998 between Original Lessor and GTW was (i) filed at the Surface Transportation Board (the "STB") on December 10, 1998 at 3:25 P.M. with primary recordation number 21860 and (ii) deposited at the Registrar General of Canada (the "RGC") on December 10, 1998 at 1:42 P.M.;
3. Original Lessor as lessor and **The Kansas City Southern Railway Company** ("KCS") as lessee entered into a Lease of Railroad Equipment dated as of November 15, 1998, as amended or supplemented, (the "KCS Lease") covering the Locomotives;
4. To evidence the KCS Lease, a Memorandum of Lease of Railroad Equipment dated as of November 15, 1998 between Original Lessor and KCS was (i) filed at the STB on December 10, 1998 at 3:25 P.M. with primary recordation number 21859 and (ii) deposited at the RGC on December 10, 1998 at 1:42 P.M.;
5. **Banc of America Leasing & Capital, LLC** (successor by merger to Original Lessor) as assignor and **The Fifth Third Leasing Company** (now known as Lessor) as assignee entered into an Assignment and Assumption and Bill of Sale dated as of May 26, 2006 (the "GTW Assignment") in respect of the GTW Lease and the Locomotives thereunder;
6. To evidence the GTW Assignment, a Memorandum of Assignment dated as of May 26, 2006 between Original Lessor and Lessor was filed at the STB on May 26, 2006 at 5:13 P.M. with secondary recordation number 21860-C;
7. Original Lessor as assignor and Lessor as assignee entered into an Assignment and Assumption and Bill of Sale dated as of May 26, 2006 (the "KCS Assignment") in respect of the the KCS Lease and the Locomotives thereunder;

8. To evidence the KCS Assignment, a Memorandum of Assignment dated as of May 26, 2006 between Original Lessor and Lessor was filed at the STB on May 26, 2006 at 5:08 P.M. with secondary recordation number 21859-C; and
9. As of the date hereof, Lessor desires to terminate the GTW Lease, and the KCS Lease, of the Locomotives.

**NOW THEREFORE**, for good and valuable consideration, Lessor hereby agrees and acknowledges for the public record that (i) the GTW Lease and the KCS Lease are terminated (except for such terms thereof which expressly survive termination) and (ii) any security interest in the Locomotives is hereby released.

**IN WITNESS WHEREOF**, the Lessor has caused this Termination of Leases to be executed as of the date first above written. The undersigned certifies that he / she holds the title set forth below, that this instrument was signed on behalf of his / her corporation by authority of its Board of Directors and that the execution of this instrument was the free act and deed of his / her corporation. The undersigned further declares under penalty of perjury that the foregoing is true and correct.

**FIFTH THIRD EQUIPMENT FINANCE COMPANY.**

By:   
Name: James A. Merz  
Title: Vice President