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September 20, 2012

**VIA E-FILING**

Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423  
Attention: Cynthia T. Brown, Chief of the Section of Administration

Dear Ms. Brown:

Enclosed for electronic filing and recordation with the Surface Transportation Board ("STB") pursuant to the provisions of 49 U.S.C. Section 11301(a) is an executed copy of the Notice of Termination of Lease dated as of September 19, 2012 (the "Notice") by Citicorp USA, Inc., which Notice is a secondary document as defined in the STB's Rules for the Recordation of Documents. The enclosed Notice relates to the Lease Agreement dated as of July 14, 1989 (the "Lease") between Chase Manhattan Service Corporation, as original lessor, and Chicago and North Western Transportation Company, as original lessee, as amended, and related documents previously filed with the Interstate Commerce Commission (predecessor to the STB) and the STB under Recordation Number 16428. Citicorp USA, Inc. is the successor lessor under the Lease, as amended.

The name and address of the party to the enclosed Notice is:

Successor Lessor: Citicorp USA, Inc.  
390 Greenwich Street, 1st Floor  
New York, NY 10013

A description of the railroad equipment covered by the enclosed Notice is as follows: all locomotives remaining subject to the Lease; provided that those obligations, if any, of lessor and lessee under the Lease which expressly survive any termination thereof are not terminated.

The required recordation fee of \$42.00 is being paid to the STB by charge to our firm account.

Kindly return a file-stamped copy of the Notice and this letter to Susan G. Lichtenfeld at DLA Piper LLP (US), 203 North LaSalle Street, Suite 1900, Chicago, Illinois 60601.



Ms. Cynthia T. Brown  
September 20, 2012  
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Following is a short summary of the enclosed document:

Secondary Document to be Recorded

Notice of Termination of Lease dated as of September 19, 2012 by Citicorp USA, Inc.

Documents to Which the Secondary Document Relates

Lease Agreement dated as of July 14, 1989 between Chase Manhattan Service Corporation., as original lessor, and Chicago and North Western Transportation Company, as original lessee, which was duly filed with the Interstate Commerce Commission on July 14, 1989 under recordation number 16428.

Amendment No. 1 dated as of October 6, 1989 to Lease Agreement dated as of July 14, 1989 between Chase Manhattan Service Corporation., as original lessor, and Chicago and North Western Transportation Company, as original lessee, which was duly filed with the Interstate Commerce Commission on October 12, 1989 under recordation number 16428 - A.

Thank you for your attention to this request.

Very truly yours,

**DLA Piper LLP (US)**

  
Susan G. Lichtenfeld

Enclosure

RECORDATION NO. 16428-F  
FILED September 21, 2012 11:26 AM  
SURFACE TRANSPORTATION BOARD

NOTICE OF TERMINATION OF LEASE

The undersigned, Citicorp USA, Inc. ("CUSA"), as successor lessor, publishes this Notice of Termination of Lease and states that the Lease Agreement (the "Lease Agreement") dated as of July 14, 1989 between Chase Manhattan Service Corporation., as original lessor, and Chicago and North Western Transportation Company, as original lessee, as amended (the "Lease") is hereby terminated with respect to all locomotives remaining subject thereto, except with respect to those obligations, if any, of lessor and lessee under the Lease which expressly survive any termination thereof.

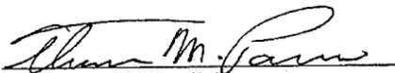
The 30 GE Model Dash 8-40C 4000 HP diesel electric locomotives originally subject to the Lease Agreement are identified on Schedule 3 to the Lease Agreement.

The Lease Agreement was filed with the Interstate Commerce Commission on July 14, 1989 under recordation number 16428 and Amendment No. 1 dated as of October 6, 1989 to the Lease Agreement was filed with the Interstate Commerce Commission on October 12, 1989 under recordation number 16428-A.

IN WITNESS WHEREOF, the undersigned has caused this Notice of Termination of Lease to be executed by a duly authorized officer as of this 19th day of September, 2012.

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

CITICORP USA, INC.

By:   
Name: Thomas M. Pawlicki  
Title: Senior Vice President