RECORDATION NO 20567-E
FILED March 06, 2013 11:30 AM
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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March 6, 2013

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 Full Termination of Lease, dated as of March 6, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete termination and relates to the TH Railcar Lease Agreement and related documents previously filed with the Board under Recordation Number 20567.

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

Lessor: Railcar Leasing, L.L.C.
P.O. Box 98135
Las Vegas, Nevada 89193

Lessee: Aardvark Railcar Associates, Inc.
33 West Monroe Street, 24th Floor
Chicago, Illinois 60603

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

All interests, claims, liens or encumbrances over the railroad equipment at any time covered by the Lease and related documents filed under Recordation Number 20567 are TERMINATED, including without limitation railcars GEAX 20120, GNAX 7102, MILX 110, NATX 16505, NATX 76757, PLCX 23941, WFAX 924 and within the series AGHX 96059 – AGHX 96069, DME 96191 – DME 96321, ECQX 47067 – ECQX 47070, HERX 313100 – HERX 313106, NAHX 32542 – NAHX 581439 and SOYX 98001 – SOYX 98059 as set forth in the attachment to the document.

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

Notice of Full Termination of Lease.

Also enclosed is a check in the amount of $42.00 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

EML/sem
Enclosures

RECORDATION NO 20567-E
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SURFACE TRANSPORTATION BOARD

NOTICE OF FULL TERMINATION OF LEASE

The undersigned, RAILCAR LEASING, L.L.C., as Lessor (the "Lessor") and AARDVARK RAILCAR ASSOCIATES, INC., as Lessee (the "Lessee"), for good and valuable consideration, the receipt and sufficiency of which are acknowledged, hereby give notice that the TH Railcar Lease Agreement dated as of March 7, 1997 between Lessor and Lessee, as amended, modified or supplemented (the "Lease"), has been terminated with respect to all of the equipment subject thereto, including without limitation the units of railroad equipment specified on Schedule 1 hereto.

The TH Railcar Lease Agreement was duly filed and recorded with the Surface Transportation Board (the "Board") pursuant to the provisions of 49 U.S.C. Section 11303 on March 6, 1997 at 4:00 p.m. under Recordation Number 20567. In addition thereto, the documents listed in Exhibit A which relate to the Lease were duly filed with the Board. This document constitutes a release of all interests, claims, liens, or encumbrances over all railroad equipment at any time covered by the Lease.

This Notice of Full Termination of Lease is executed without prejudice to the rights or obligations of the parties which expressly survive under the Lease (including, without limitation, the indemnification provisions set forth in Sections 12 and 13 of the Lease).

IN ACCORDANCE WITH SECTION 5-1401 OF THE NEW YORK GENERAL OBLIGATIONS LAW, THIS NOTICE OF FULL TERMINATION OF LEASE, INCLUDING THE VALIDITY THEREOF, SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAW OF THE STATE OF NEW YORK WITHOUT REGARD TO ITS OTHER CONFLICT OF LAWS PRINCIPLES. This Notice of Full Termination of Lease shall be binding on the undersigned and its successors and permitted assigns and shall inure to the benefit of each of the Lessee and Lessor and their respective affiliates, successors and assigns.

This Notice of Full Termination of Lease may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument and any of the parties hereto may execute this Release by signing any such counterpart.

Dated: March 6, 2013

[Signature pages follow]

IN WITNESS WHEREOF, Lessor and Lessee have executed this Notice of Full Termination of Lease as of the day and year set forth above.

LESSOR:
RAILCAR LEASING, L.L.C.

By: Aardvark Railcar, Inc., its Administrative Manager

By: _____

Name: Joseph A. Lattanzio

Title: President and Chief Executive Officer

By: ACF Industries, LLC, its Participating Manager

By: _____

Name: _____

Title: _____

LESSEE:
AARDVARK RAILCAR ASSOCIATES, INC.

By: _____

Name: Katharine K. Suprenuk

Title: Vice President, Chief Financial Officer

IN WITNESS WHEREOF, Lessor and Lessee have executed this Notice of Full Termination of Lease as of the day and year set forth above.

LESSOR:
RAILCAR LEASING, L.L.C.

By: Aardvark Railcar, Inc., its Administrative Manager

By: _____

Name: _____

Title: _____

By: ACF Industries, LLC, its Participating Manager

By: _____

Name: Mark A. Crunion

Title: Vice President - Treasurer

LESSEE:
AARDVARK RAILCAR ASSOCIATES, INC.

By: _____

Name: _____

Title: _____

ACKNOWLEDGEMENTS:

I, Joseph A. Lattanzio, certify that I am President and Chief Executive Officer of Aardvark Railcar, Inc., the Administrative Manager of Railcar Leasing, L.L.C., that the instrument was signed on behalf of Aardvark Railcar, Inc. 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 the corporation. I further declare under penalty of perjury that the foregoing is true and correct. Executed on March 6, 2013.

Joseph A. Lattanzio

I, _____, certify that I am _____ of ACF Industries, LLC, the Participating Manager of Railcar Leasing, L.L.C., that the instrument was signed on behalf of ACF Industries, LLC by authority of its Executive Committee, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of ACF Industries, LLC. I further declare under penalty of perjury that the foregoing is true and correct. Executed on March ___, 2013.

_____

I, Katharine K. Suprenuk, certify that I am Vice President, Chief Financial Officer of Aardvark Railcar Associates, Inc., that the instrument was signed on behalf of Aardvark Railcar Associates, Inc. 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 the corporation. I further declare under penalty of perjury that the foregoing is true and correct. Executed on March 6, 2013.

Katharine K Suprenuk

ACKNOWLEDGEMENTS:

I, _____, certify that I am _____of Aardvark Railcar, Inc., the Administrative Manager of Railcar Leasing, L.L.C., that the instrument was signed on behalf of Aardvark Railcar, Inc. 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 the corporation. I further declare under penalty of perjury that the foregoing is true and correct. Executed on March ___, 2013.

_____

I, Mark A. Cousino, certify that I am Vice President-Treasurer of ACF Industries, LLC, the Participating Manager of Railcar Leasing, L.L.C., that the instrument was signed on behalf of ACF Industries, LLC by authority of its Executive Committee, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of ACF Industries, LLC. I further declare under penalty of perjury that the foregoing is true and correct. Executed on March 6, 2013.

_____

I, _____, certify that I am _____of Aardvark Railcar Associates, Inc., that the instrument was signed on behalf of Aardvark Railcar Associates, Inc. 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 the corporation. I further declare under penalty of perjury that the foregoing is true and correct. Executed on March ___, 2013.

_____

EXHIBIT A
Secondary Filings Under TH Lease Agreement

1. Lease Supplement No. 1 to TH Lease Agreement, dated as of March 21, 2000, between Railcar Leasing, L.L.C., Lessor, and Aardvark Railcar Associates, Inc., Lessee, filed with the Board on April 18, 2000 at 10:31 a.m. under Recordation Number 20567-A.

2. Lease Supplement No. 2 to TH Lease Agreement, dated as of June 15, 2000, between Railcar Leasing, L.L.C., Lessor, and Aardvark Railcar Associates, Inc., Lessee, filed with the Board on August 30, 2000 at 11:53 a.m. under Recordation Number 20567-B.

3. Supplement No. 11 to TH Lease Agreement, dated as of October 23, 2009, between Railcar Leasing, L.L.C., Lessor, and Aardvark Railcar Associates, Inc., Lessee, filed with the Board on October 30, 2009 at 9:00 a.m. under Recordation Number 20567-C.

4. Supplement No. 20 to TH Lease Agreement, dated as of October 29, 2009, between Railcar Leasing, L.L.C., Lessor, and Aardvark Railcar Associates, Inc., Lessee, filed with the Board on November 5, 2009 at 9:00 a.m. under Recordation Number 20567-D.

Schedule 1

List of Railcars (TH)

AGHX 96059
AGHX 96060
AGHX 96061
AGHX 96062
AGHX 96063
AGHX 96064
AGHX 96065
AGHX 96066
AGHX 96067
AGHX 96068
AGHX 96069
DME 96191
DME 96192
DME 96193
DME 96194
DME 96319
DME 96320
DME 96321
ECQX 47067
ECQX 47068
ECQX 47069
ECQX 47070
GEAX 20120
GNAX 7102
HERX 313100
HERX 313101
HERX 313103
HERX 313104
HERX 313105
HERX 313106
MILX 110
NAHX 32542
NAHX 32543
NAHX 32544
NAHX 32545
NAHX 32616
NAHX 32697
NAHX 32698
NAHX 94133
NAHX 94186
NAHX 94251
NAHX 94254
NAHX 94349
NAHX 94447
NAHX 94491
NAHX 320517
NAHX 320518
NAHX 320519
NAHX 466905
NAHX 480367
NAHX 480370
NAHX 490374
NAHX 490375
NAHX 525028
NAHX 525188
NAHX 525193
NAHX 550437
NAHX 550627
NAHX 550657
NAHX 550658
NAHX 550677
NAHX 550960
NAHX 551047
NAHX 551324
NAHX 551586
NAHX 552031
NAHX 553059
NAHX 553063
NAHX 553297
NAHX 580000
NAHX 580090
NAHX 580092
NAHX 580095
NAHX 581114
NAHX 581437
NAHX 581438
NAHX 581439
NATX 16505
NATX 76757
PLCX 23941
SOYX 98001
SOYX 98002
SOYX 98003
SOYX 98004
SOYX 98005
SOYX 98006
SOYX 98057
SOYX 98058
SOYX 98059
WFAX 924

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: 3/6/13

Edward M Luria

Edward M. Luria