

RECORDATION NO 26265-B FILED
July 16, 2013 08:00 AM
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.

SUITE 301
WASHINGTON, D.C.
20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

July 16, 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 four (4) copies of a Termination of Lease of Railroad Equipment No. 2, dated as of July 1, 2013, 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 Number 26265.

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

Owner: BTMU Capital Leasing & Finance, Inc. (f/k/a
BFC Assets, Inc.)
111 Huntington Avenue, Suite 400
Boston, MA 02492

[Lessee: Illinois Central Railroad Company
455 North Cityfront Plaza Drive
Chicago, IL 60611]

Section Chief
July 16, 2013
Page 2

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

250 boxcars: DWC 793500 – DWC 793749, inclusive.

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

Termination of Lease of Railroad Equipment No. 2.

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,

A handwritten signature in black ink, appearing to read 'E. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

TERMINATION OF LEASE OF RAILROAD EQUIPMENT NO. 2

THIS TERMINATION OF LEASE OF RAILROAD EQUIPMENT NO. 2 is made as of July 1, 2013 by **BTMU CAPITAL LEASING & FINANCE, INC.** (f/k/a BFC Assets, Inc.) ("Owner").

WITNESSETH:

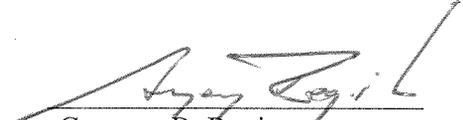
1. **BNP Paribas Leasing Corporation** ("Original Owner") and **Illinois Central Railroad Company** ("Lessee") entered into a Lease of Railroad Equipment No. 2 dated as of March 15, 2006 (the "Lease") covering the two-hundred fifty 60'9" 104-ton plate F double plug door boxcars, built by Trinity Industries, Inc. (doing business as Trinity Rail Group, LLC) in 2006 at Monclova, Mexico, marked **DWC 793500 to DWC 793749 inclusive**;
2. To evidence the Lease, a Memorandum of Lease of Railroad Equipment No. 2 dated as of March 15, 2006 was (i) filed at the Surface Transportation Board (the "STB") on March 29, 2006 at 11:45 A.M. with primary recordation number 26265 and (ii) deposited at the Registrar General of Canada (the "RGC") on March 29, 2006 at 3:24 P.M.;
3. Original Owner and Owner entered into an Assignment and Acceptance Agreement dated as of May 31, 2012 (the "Assignment Agreement") whereby, among other things, Original Owner assigned to Owner all of its right, title and interest in the Lease and the Equipment thereunder;
4. To evidence the Assignment Agreement, a Memorandum of Assignment and Acceptance Agreement dated as of May 31, 2012 was (i) filed at the STB on May 31, 2012 at 11:00 A.M. with secondary recordation number 26265-A and (ii) deposited at the RGC on May 31, 2012 at 3:00 P.M.; and
5. Lessee has (i) performed all of its obligations under the Lease and (ii) purchased the Units from Owner or Original Owner.

NOW THEREFORE, for good and valuable consideration, Owner acknowledges for the public record that (i) the Lease is hereby terminated (except for such terms which expressly survive termination) and (ii) any security interest in the Units is hereby irrevocably and unconditionally released.

[Execution on next page.]

IN WITNESS WHEREOF, Owner has caused this Termination of Lease of Railroad Equipment No. 2 to be executed as of the date first above written by its officer thereunto duly authorized, such officer bears the title set forth below his / her name and declares pursuant to 28 U.S.C. §1746 under penalty of perjury that the foregoing is a true and correct document.

BTMU CAPITAL LEASING & FINANCE, INC.
(f/k/a BFC ASSETS, INC.)
as Owner

By: 
Name: Gregory B. Register
Title: Managing Director, Chief Risk Officer