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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 Railmark, 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 August 1, 1990 (the "Lease") between Meridian Trust Company, in its individual capacity and as original Owner Trustee, 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 16973. The lease was entered into in connection with a leveraged lease financing which has been paid in full and terminated. Citicorp Railmark, Inc. was the successor owner participant under the leverage lease financing and is the sole owner of the locomotives which were subject to such financing.

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

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

A description of the railroad equipment covered by the enclosed Notice is as follows: the 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.



Ms. Cynthia T. Brown  
September 20, 2012  
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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.

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 Railmark, Inc.

Documents to Which the Secondary Document Relates

Lease Agreement dated as of August 1, 1990 between Meridian Trust Company, in its individual capacity and as original Owner Trustee, as original lessor, and Chicago and North Western Transportation Company, as original lessee, which was duly filed with the Interstate Commerce Commission on August 22, 1990 under recordation number 16973.

Second Amendment to Lease Agreement dated as of December 21, 1990 between Meridian Trust Company, in its individual capacity and as original Owner Trustee, as original lessor, and Chicago and North Western Transportation Company, as original lessee, which was duly filed with the Interstate Commerce Commission on December 21, 1990 under recordation number 16973-B.

Bill of Sale and Full Release and Termination dated as of May 15, 2012 between Wilmington Trust Company, as successor Indenture Trustee, and U.S. Bank National Association, as successor Owner Trustee, which was duly filed with the Surface Transportation Board on May 24, 2012 and assigned recordation number 16973-F.

Thank you for your attention to this request.

Very truly yours,

**DLA Piper LLP (US)**

  
Susan G. Lichtenfeld

Enclosure

NOTICE OF TERMINATION OF LEASE  
SURFACE TRANSPORTATION BOARD

The undersigned, Citicorp Railmark, Inc. ("CitiRail"), as owner of the Locomotives (as hereinafter defined), publishes this Notice of Termination of Lease and states that the Lease Agreement (the "Lease Agreement") dated as of August 1, 1990 between Meridian Trust Company, in its individual capacity and as original Owner Trustee, 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.

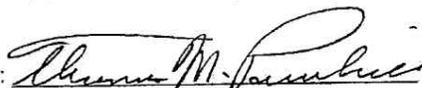
The twelve GE Model Dash 8040-C 4000 HP diesel electric locomotives (the "Locomotives") identified on Schedule 3 to the Lease Agreement were originally subject to a leverage lease financing, certain of which documents were recorded with the Interstate Commerce Commission under recordation number 16973. CitiRail acquired from Chase Commercial Corporation ("CCC"), the successor Owner Participant thereunder, CCC's 100% beneficial interest in the trust which held the Locomotives. Pursuant to the Bill of Sale and Full Release and Termination (the "Bill of Sale Document") dated as of May 15, 2012 between Wilmington Trust Company, as successor Indenture Trustee, and U.S. Bank National Association, as successor Owner Trustee, the Security Agreement and the Trust Indenture and Security Agreement described therein were terminated and title to the Locomotives was granted to CitiRail, as successor Owner Participant.

The Lease Agreement was filed with the Interstate Commerce Commission on August 22, 1990 under recordation number 16973, the Second Amendment to Lease Agreement dated as of December 21, 1990 was filed with the Interstate Commerce Commission on December 21, 1990 under recordation number 16973-B, and the Bill of Sale Document was filed with the Surface Transportation Board (successor to the Interstate Commerce Commission on May 24, 2012 under recordation number 16973-F.

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 CitiRail 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 CitiRail. I further declare under penalty of perjury that the foregoing is true and correct.

CITICORP RAILMARK, INC.

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