



Wells Fargo Rail
9377 W. Higgins Rd.
Suite 600
Rosemont, IL 60018

wellsfargo.com

RECORDATION NO. 21185-C FILED
July 20, 2016 1:26 PM
SURFACE TRANSPORTATION BOARD

July 20, 2016

Chief Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Termination

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) please find one (1) originally executed Memorandum of Lease Termination dated July 19, 2016, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memoranda of Lease dated October 1, 1997, May 5, 2000 and May 21, 2001 evidencing such Equipment duly filed with the Surface Transportation Board on January 27, 1998 under primary recordation number 21185, on November 20, 2000 with secondary recordation number 21185-A and also on July 17, 2001 having secondary recordation number 21185-B respectively.

The names and addresses of the parties to the enclosed document are:

Lessor: Wells Fargo Rail Corporation
f/k/a First Union Rail Corporation
9377 W. Higgins Rd, Suite 600
Rosemont, IL 60018

Lessee: Rio Grande Portland Cement Company
5253 Montgomery Blvd. NE
Suite 210
Albuquerque, NM 87109

The enclosed document is for seventy-four (74) covered hopper cars under Rider No. 1, seventy (70) covered hopper cars under Rider No. 3 and thirty (30) covered hopper cars under Rider No. 4 (see Exhibit A for car numbers), which have been terminated in all respects and are no longer covered under the Lease.

A short summary of the document to appear in the index follows: Memorandum of Lease Termination

Please accept this E-filing and invoice our account number 22860 in the amount of \$43.00 covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

Marcia Dunne
Manager Contract Administration

Enclosures

(RGPC004, 006-007)

Together we'll go far



MEMORANDUM OF LEASE TERMINATION

THIS MEMORANDUM OF LEASE TERMINATION (the "Memorandum") dated as July 19, 2016 is made by Wells Fargo Rail Corporation, f/k/a First Union Rail Corporation (the "Lessor"), a North Carolina corporation, and pertains to that certain Lease Agreement dated as of October 1, 1997 (collectively, the "Lease"), between Lessor and Rio Grande Portland Cement Company (the "Lessee").

WITNESSETH:

WHEREAS, Lessor and Lessee entered into the Lease whereby Lessor has agreed to lease to Lessee certain railcars (the "Equipment") as more particularly described in on Exhibit A attached hereto; and,

WHEREAS, Lessor and Lessee entered into certain Memoranda of Lease, evidencing the above-described Lease of such Equipment, which was filed at the Surface Transportation Board on January 27, 1998 at 11:44 a.m. with primary recordation number 21185 (Rider No. 1), November 20, 2000 at 11:35 a.m. under recordation number 21185-A (Rider No. 3) and also on July 17, 2001 at 4:20 p.m. having recordation number 21185-B (Rider No.4).

WHEREAS, certain Equipment has been released and is no longer covered under the Lease; and,

NOW, THEREFORE, the Lessor desires to clarify the public record state as follows:

1. This Notice serves as notice that the Equipment listed on the attached Exhibit A as evidenced by the Memoranda of Lease filed with the Surface Transportation Board, have all been terminated in all respects.
2. All of the interest of the Lessee, its successors and assigns, in the Equipment listed on Exhibit A arising pursuant to the Lease has been terminated.
3. Lessor wishes to record this Notice of Termination of Lease and Termination of Memorandum of Lease so as to release the lien with respect to the Equipment.

IN WITNESS WHEREOF, Wells Fargo Rail Corporation, as Lessor, has caused this Memorandum of Lease Termination to be duly executed by their respective officer duly authorized as of the date and year first above written (and the undersigned declares under penalty of perjury that he or she holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation).

LESSOR:

WELLS FARGO RAIL CORPORATION

Name: *Rick Grossman*

Title: *Chief Mechanical Officer*

Signature: *Rick Grossman*

**EXHIBIT A
TO
MEMORANDUM OF LEASE TERMINATION**

RIDER NO. 1

NUMBER OF CARS: Seventy-four (74)

DESCRIPTION OF CARS: Cement Covered Hopper Railcars

CAR NUMBERS:

NDYX	298050
NDYX	298051
NDYX	298052
NDYX	298053
NDYX	298055
NDYX	298056
NDYX	298059
NDYX	298060
NDYX	298063
NDYX	298064
NDYX	298065
NDYX	298066
NDYX	298067
NDYX	298069
NDYX	298074
NDYX	298076
NDYX	298077
NDYX	298078
NDYX	298079
NDYX	298080
NDYX	298083
NDYX	298085
NDYX	298086
NDYX	298087
NDYX	298089
NDYX	298091
NDYX	298092
NDYX	298093
NDYX	298096
NDYX	298099
NDYX	298310
NDYX	298311
NDYX	298312
NDYX	298313
NDYX	298314
NDYX	298315
NDYX	298316

NDYX	298317
NDYX	298318
NDYX	298319
NDYX	298320
NDYX	298321
NDYX	298322
NDYX	298323
NDYX	298324
NDYX	298342
NDYX	298343
NDYX	298344
NDYX	298345
NDYX	298346
NDYX	298347
NDYX	298348
NDYX	298349
NDYX	298350
NDYX	298351
NDYX	298352
NDYX	298353
NDYX	298354
NDYX	298355
NDYX	298356
NDYX	298357
NDYX	298358
NDYX	298359
NDYX	298360
NDYX	298361
NDYX	298362
NDYX	298363
NDYX	298364
NDYX	298365
NDYX	298366
NDYX	298367
NDYX	298368
NDYX	298369
NDYX	298370

**EXHIBIT A
TO
MEMORANDUM OF LEASE TERMINATION**

RIDER NO. 3

NUMBER OF CARS: Seventy (70)

DESCRIPTION OF CARS: Cement Covered Hopper Railcars

CAR NUMBERS:

NDYX 298054	NDYX 298260	NDYX 298297
NDYX 298057	NDYX 298261	NDYX 298298
NDYX 298058	NDYX 298262	NDYX 298299
NDYX 298061	NDYX 298263	NDYX 298300
NDYX 298062	NDYX 298264	NDYX 298301
NDYX 298068	NDYX 298265	NDYX 298302
NDYX 298070	NDYX 298266	NDYX 298303
NDYX 298071	NDYX 298267	NDYX 298304
NDYX 298072	NDYX 298268	NDYX 298305
NDYX 298073	NDYX 298269	NDYX 298306
NDYX 298075	NDYX 298270	NDYX 298307
NDYX 298081	NDYX 298271	NDYX 298308
NDYX 298082	NDYX 298272	NDYX 298309
NDYX 298084	NDYX 298273	
NDYX 298088	NDYX 298274	
NDYX 298090	NDYX 298275	
NDYX 298094	NDYX 298276	
NDYX 298095	NDYX 298277	
NDYX 298097	NDYX 298278	
NDYX 298098	NDYX 298279	
	NDYX 298280	
	NDYX 298281	
	NDYX 298282	
	NDYX 298283	
	NDYX 298284	
	NDYX 298285	
	NDYX 298286	
	NDYX 298287	
	NDYX 298288	
	NDYX 298289	
	NDYX 298290	
	NDYX 298291	
	NDYX 298292	
	NDYX 298293	
	NDYX 298294	
	NDYX 298295	
	NDYX 298296	

**EXHIBIT A
TO
MEMORANDUM OF LEASE TERMINATION**

RIDER NO. 4

NUMBER OF CARS: Thirty (30)

DESCRIPTION OF CARS: Cement Covered Hopper Railcars

CAR NUMBERS:

NDYX 298230
NDYX 298231
NDYX 298232
NDYX 298233
NDYX 298234
NDYX 298235
NDYX 298236
NDYX 298237
NDYX 298238
NDYX 298239
NDYX 298240
NDYX 298241
NDYX 298242
NDYX 298243
NDYX 298244
NDYX 298245
NDYX 298246
NDYX 298247
NDYX 298248
NDYX 298249
NDYX 298250
NDYX 298251
NDYX 298252
NDYX 298253
NDYX 298254
NDYX 298255
NDYX 298256
NDYX 298257
NDYX 298258
NDYX 298259