



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

wellsfargo.com

RECORDATION NO. 27805-G
FILED SEPTEMBER 28, 2016 2:07 PM
SURFACE TRANSPORTATION BOARD

September 28, 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 and Termination of Amendment to Memorandum of Lease

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 September 28, 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, evidencing such Equipment duly filed with the Surface Transportation Board on January 23, 2009, under primary recordation number 27805, on August 17, 2009 having secondary recordation number 27805-A and again on November 22, 2010 with recordation number 27805-B.

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: Penguin Logistics LLC d/b/a MHF Services
f/k/a MHF-LS Equipment, Inc.
4500 Brooktree Rd., Ste. 200
Wexford, PA 15090

The enclosed document is for thirty-four (34) 2494 cu. ft. capacity gondola cars marked: NDYX 315056 – NDYX 315594, n.i., three hundred (300) new 110-ton 52'6" mill gondolas marked FURX 322300 - FURX 322599, inclusive and thirty-four (34) 52' 6" mill gondolas marked FURX 321045 – FURX 322218, n.i. which has been terminated in all respects and is 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 Wells Fargo Rail Corporation's account number 22860 in the amount of \$45.00 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
(MHLO001/A-MHLO002)

Together we'll go far



MEMORANDUM OF LEASE TERMINATION

THIS MEMORANDUM OF LEASE TERMINATION (the "Memorandum") dated as September 28, 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 July 7, 2008 (collectively, the "Lease"), between Lessor and MHF-LS Equipment, Inc. (the "Lessee"), a Delaware corporation.

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 were filed at the Surface Transportation Board on January 23, 2009 having primary recordation number 27805, and on August 17, 2009 with secondary recordation number 27805-A and again on November 22, 2010 with recordation number 27805-B.

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, has 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 Memorandum of Lease Termination and Termination of Amendment to 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:  _____

**EXHIBIT A
TO
MEMORANDUM OF LEASE TERMINATION**

RIDER NO. 2

NUMBER OF CARS: Thirty-four (34)

DESCRIPTION OF CARS: 52' 6" 2494 cu. ft. capacity 268 GRL gondolas with 5' sides

CAR NUMBERS: NDYX 315056
NDYX 315073
NDYX 315085
NDYX 315094
NDYX 315098
NDYX 315239
NDYX 315243
NDYX 315246
NDYX 315461
NDYX 315465
NDYX 315467 – NDYX 315468
NDYX 315482
NDYX 315496 – NDYX 315497
NDYX 315596
NDYX 315504 – NDYX 315505
NDYX 315508
NDYX 315511 – NDYX 315512
NDYX 315516
NDYX 315518
NDYX 315531
NDYX 315544
NDYX 315562
NDYX 315564
NDYX 315569
NDYX 315574 – NDYX 315575
NDYX 315577 – NDYX 315578
NDYX 315589
NDYX 315594

RIDER NO. 1

NUMBER OF CARS: Three hundred (300)

DESCRIPTION OF CARS: New 110-ton 52' 6" mill gondolas

CAR NUMBERS: FURX 322300 – FURX 322599, inclusive

**EXHIBIT A
TO
MEMORANDUM OF LEASE TERMINATION**

AMENDMENT NO. 1 TO RIDER NO. 2

NUMBER OF CARS: Thirty-four (34)

DESCRIPTION OF CARS: 110-ton 52' 6" mill gondolas with 5' sides, 2494 cu. ft. capacity and
286,000 lbs. total weight on rail

CAR NUMBERS:

FURX 321045
FURX 321046
FURX 321047
FURX 321048
FURX 321050
FURX 321051
FURX 321054
FURX 321055
FURX 321056
FURX 321058
FURX 321060
FURX 321061
FURX 321062
FURX 321063
FURX 321064
FURX 321065
FURX 321067
FURX 321070
FURX 321071
FURX 321074
FURX 321078
FURX 321079
FURX 321081
FURX 321082
FURX 321592
FURX 321760
FURX 321770
FURX 321777
FURX 321847
FURX 321860
FURX 321887
FURX 321890
FURX 321893
FURX 322218