

RECORDATION NO. 26164-E
FILED JANUARY 15, 2014 02:10 PM
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
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January 15, 2014

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 Memorandum of Termination of Lease Agreement, Lease Supplement No. 1, Lease Supplement No. 2 and Lease Supplement No. 3, dated as of January 15, 2014, 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 26164.

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

Lessor: Wells Fargo Bank Northwest, National Association,
299 South Main Street, 12th Floor
Salt Lake City, Utah 84111

Lessee: Wells Fargo Bank, National Association (as successor
to First Union Rail Corporation)
123 N Wacker Drive # 1900
Chicago, IL 60606

Chief
Section of Administration
January 15, 2014
Page 2

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

79 locomotives: NS 5501 - NS 5580 (excluding NS 5531).

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

Memorandum of Termination of Lease Agreement, Lease Supplement No. 1, Lease Supplement No. 2 and Lease Supplement No. 3.

Also enclosed is a check in the amount of \$44.00 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

**MEMORANDUM OF TERMINATION OF LEASE AGREEMENT, LEASE
SUPPLEMENT NO. 1, LEASE SUPPLEMENT NO. 2 AND LEASE SUPPLEMENT NO. 3
(Surface Transportation Board)**

THIS MEMORANDUM OF TERMINATION OF LEASE AGREEMENT, LEASE SUPPLEMENT NO. 1, LEASE SUPPLEMENT NO. 2 AND LEASE SUPPLEMENT NO. 3 dated as of January 15, 2014 ("Memorandum") is between WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, not individually but solely as Owner Trustee (the "Lessor") and WELLS FARGO BANK, NATIONAL ASSOCIATION (as successor in interest to FIRST UNION RAIL CORPORATION, a North Carolina corporation the "Lessee").

The parties to this Memorandum hereby acknowledge and confirm the following:

- A. Lessor and Lessee are parties to the Bill of Sale and Release entered into the 15th day of January, 2014, and was made in connection with (i) that Equipment Lease Agreement (FURC Trust No. 2006-1) (the "Equipment Lease") dated as of May 31, 2006, between Lessor and Lessee and (ii) those Lease Supplements No. 1, 2 and 3 (FURC Trust 2006-1), each dated as of May 31, 2006 (the "Lease Supplements"), and together with the Equipment Lease, the "Lease").
- B. The Lessor and Lessee desire to reflect of record the termination of the Lease as of the date hereof.
- C. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.
- D. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[The remainder of this page has been intentionally left blank.]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

WELLS FARGO BANK, NATIONAL
ASSOCIATION (AS SUCCESSOR IN
INTEREST TO FIRST UNION RAIL
CORPORATION), AS LESSEE

By: *Rick Grossman*

Name: Rick Grossman

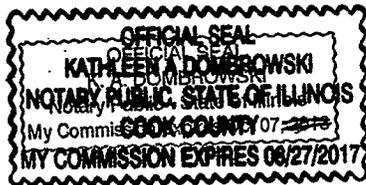
Title: Designated Signer

STATE OF IL)
) ss:
COUNTY OF COOK)

The foregoing MEMORANDUM OF TERMINATION OF LEASE AGREEMENT, LEASE SUPPLEMENT NO. 1, LEASE SUPPLEMENT NO. 2 AND LEASE SUPPLEMENT NO. 3 was acknowledged before me, the undersigned Notary Public, in the County of Cook _____ this 7th day of January 2014 by Rick Grossman as Designated Signer of WELLS FARGO BANK, NATIONAL ASSOCIATION (AS SUCCESSOR IN INTEREST TO FIRST UNION RAIL CORPORATION).

Kathleen A. Dombrowski
Notary Public

My commission expires: 8/27/2017
[Notarial Seal]



SCHEDULE 1

DESCRIPTION OF EQUIPMENT LEASE SUPPLEMENTS NOS. 1-3

DESCRIPTION OF EQUIPMENT LEASE SUPPLEMENT NO. 1

Basic Group	Equipment Description	Unit Mark	# of Units	Builder
A	2000 H.P., 4 axle, Locomotive	NS 5501 – NS 5503 NS 5504 – NS 5524	24	EMD

DESCRIPTION OF EQUIPMENT UNDER LEASE SUPPLEMENT NO. 2

Basic Group	Equipment Description	Unit Mark	# of Units	Builder
B	2000 H.P., 4 axle, Locomotive	NS 5525 – NS 5530 NS 5532 – NS 5556	31	EMD

DESCRIPTION OF EQUIPMENT UNDER LEASE SUPPLEMENT NO. 3

Basic Group	Equipment Description	Unit Mark	# of Units	Builder
C	2000 H.P., 4 axle, Locomotive	NS 5557 – NS5579 NS 5580	24	EMD

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: _____

1/15/13

Edward M Luria

Edward M. Luria