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

August 29, 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 Memorandum of Schedule #1, dated August 28, 2014, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Schedule No. 1 to Master Railcar Lease Agreement filed with the Board under Recordation Number 29820.

The name and address of the party to the enclosed documents are:

Lessor: Wells Fargo Equipment Finance, Inc., d/b/a Midwest  
Railcar Capital Equipment Finance Company  
4949 Autumn Oaks, Suite B  
Maryville, IL 62062

Section Chief  
August 29, 2014  
Page 2

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

110 railcars TERMINATED within the series JTMX 013131 – JTMX 013259 as set forth in Recordation Number 29820

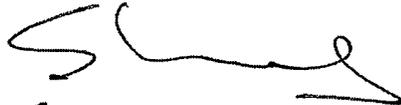
A short summary of the document to appear in the index is:

Memorandum of Termination of Memorandum of Schedule #1.

Also enclosed is a check in the amount of \$43.00 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

**MEMORANDUM OF TERMINATION OF MEMORANDUM OF SCHEDULE #1**

Wells Fargo Equipment Finance, Inc. d/b/a Midwest Railcar Capital Equipment Finance Company ("Lessor"), hereby terminates and releases that certain Memorandum of Schedule #1 to Master Railcar Lease Agreement dated May 27, 2011 by and between Wells Fargo Equipment Finance, Inc. d/b/a Midwest Railcar Capital Equipment Company and Headwaters Resources, Inc., recorded with the Surface Transportation Board on June 30, 2011 under recordation number 29820, to show for the public record the expiration or termination of the lease term of that certain Schedule #1 to Master Railcar Lease Agreement, each dated May 27, 2011.

Dated as of this 28<sup>th</sup> day of August, 2014.

WELLS FARGO EQUIPMENT FINANCE, INC.  
D/B/A MIDWEST RAILCAR CAPITAL  
EQUIPMENT FINANCE COMPANY

By: Renee Bakos  
Name: Renee Bakos  
Title: AVP/Contract Analyst

STATE OF Minnesota

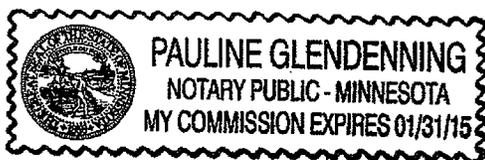
COUNTY OF Hennepin

I, a Notary Public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that Renee Bakos of WELLS FARGO EQUIPMENT FINANCE, INC. D/B/A MIDWEST RAILCAR CAPITAL EQUIPMENT FINANCE COMPANY, personally known to me or to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that he or she signed said instrument as the free and voluntary act of WELLS FARGO EQUIPMENT FINANCE, INC. D/B/A MIDWEST RAILCAR CAPITAL EQUIPMENT FINANCE COMPANY for the uses and purposes therein set forth.

Given my hand and notarial seal this 28<sup>th</sup> day of August, 2014.

Pauline A. Glendenning  
Notary Public

My Commission Expires: January 31, 2015



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: 8/29/14

Edward M Luria  
Edward M. Luria