RECORDATION NO. 20909-A FILED

MAY 12 '15 -4 33 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
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www.firstunionrail.com

VIA FEDERAL EXPRESS

May 11, 2015

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: <u>Memorandum of Lease Termination</u>

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of a Memorandum of Lease Termination dated April 30, 2015, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memorandum of Lease evidencing such lease Equipment which was duly filed at the Surface Transportation Board on October 1, 1997 at 1:01 p.m. under primary Recordation Number 20909.

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

Lessor:	First Union Rail Corporation One O'Hare Centre 6250 N River Road, Suite 5000 Rosemont, IL 60018	Lessee:	Burlington Northern Santa Fe Railroad Co 2600 Lou Menk Drive Fort Worth, TX 76161

The enclosed document is for fifty-five (55) gondola cars having NDYX marks, (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

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 one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

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
Assistant Manager Documentation

Enclosures

(BN041)

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE TERMINATION

THIS MEMORANDUM OF LEASE TERMINATION (the "Memorandum") dated as of April 30, 2015 is made by First Union Rail Corporation (the "Lessor"), a North Carolina corporation, and pertains to that certain Lease Agreement dated as of July 1, 1995, (the "Lease"), between Lessor and Burlington Northern Santa Fe Railroad Company (the "Lessee"), a Delaware corporation.

W I T N E S S E T H:

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 Memorandum of Lease, evidencing the above-described Lease of such Equipment, which was filed at the Surface Transportation Board on October 1, 1997 at 1:01 p.m. having primary recordation number 20909.

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 Memorandum 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 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, Lessor has caused this Memorandum to be duly executed by its respective officer duly authorized as of the date and year first above written, that he holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation.

LESSOR:

FIRST UNION RAIL CORPORATION

Name: Rick Grossman

Title: Chief Mechanical Officer

Signature: Rick Grossman

EXHIBIT A
TO
MEMORANDUM OF LEASE TERMINATION

NUMBER OF CARS:	Fifty-five (55)
DESCRIPTION OF CARS:	Gondola Cars
CAR NUMBERS:	NDYX 000596 – NDYX 000650, inclusive