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

December 27, 2013

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 Notice of Termination of Lease, dated as of December 27, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement previously filed with the Board under Recordation Number 22845-DDD.

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

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Chief, Section of Administration  
December 27, 2013  
Page 2

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

87 intermodal cars within the series NOKL 250000 - NOKL 250124, NOKL 252101 – NOKL 252139 and NOKL 230500- NOKL 239694 as set forth in the attachment to the document.

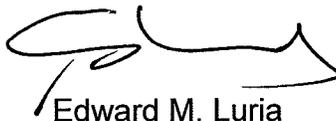
A short summary of the document to appear in the index is:

Notice of Termination of Lease.

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

**NOTICE OF TERMINATION OF LEASE**

**THIS NOTICE OF TERMINATION OF LEASE** (the "Memorandum") dated as of December 27, 2013 is made by First Union Rail Corporation (the "Lessor"), a North Carolina corporation, and pertains to that certain Master Full Service Lease Agreement dated as of July 1, 1995, as amended April 1, 2002 (as amended, modified or supplemented from time to time, the "Lease"), between Lessor and BNSF Railway Company (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 was filed at the Surface Transportation Board on June 6, 2011 under Recordation Number 22845-DD.

**WHEREAS**, the 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 have been terminated.
3. Lessor wishes to record this Notice of Termination of Lease and Termination of Memoranda of Lease so as to release the lien with respect to the Equipment.

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

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

**LESSOR:**

First Union Rail Corporation

Signature: 

Print Name: Liliya R. Martinka

Title: Vice President-Fleet Management

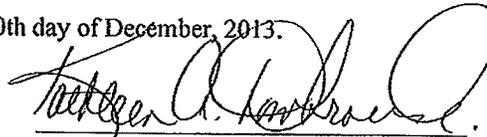
Date: December 30, 2013

STATE OF ILLINOIS

COUNTY OF COOK

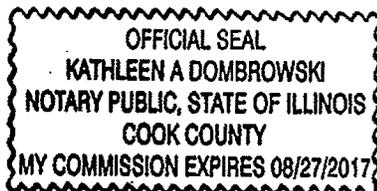
I, Kathleen A. Dombrowski (*Name of officer taking acknowledgment*) certify that Liliya R. Martinka (*Name of Official*) personally came before me this day and acknowledged that he (or she) is Vice President-Fleet Management (*Title of official*) of First Union Rail Corporation, a corporation, and that he/she, as Vice President-Fleet Management, being authorized to do so, executed the foregoing on behalf of the corporation.

Witness my hand and official seal, this 30th day of December, 2013.

  
Notary

My Commission Expires:  
8/27/2017

(Notary Seal)



**EXHIBIT A**

NUMBER OF CARS: Eighty-seven (87)

DESCRIPTION OF CARS: Group A: 5-unit 40' all purpose intermodal Cars  
Group B: 5-unit 48' all purpose intermodal Cars  
Group C: 3-unit 48' all purpose intermodal Cars

CAR NUMBERS: Groups A, B and C listed as follows:

<u>GROUP</u>	<u>A</u>	<u>GROUP</u>	<u>B</u>	<u>GROUP</u>	<u>C</u>
NOKL	250000	NOKL	252101	NOKL	230500
NOKL	250001	NOKL	252103	NOKL	230503
NOKL	250002	NOKL	252104	NOKL	230504
NOKL	250003	NOKL	252105	NOKL	230507
NOKL	250004	NOKL	252106	NOKL	230509
NOKL	250005	NOKL	252107	NOKL	230511
NOKL	250006	NOKL	252108	NOKL	230512
NOKL	250007	NOKL	252109	NOKL	230517
NOKL	250008	NOKL	252110	NOKL	230518
NOKL	250009	NOKL	252111	NOKL	230519
NOKL	250010	NOKL	252112	NOKL	230524
NOKL	250011	NOKL	252113	NOKL	230526
NOKL	250012	NOKL	252114	NOKL	230527
NOKL	250013	NOKL	252115	NOKL	230528
NOKL	250014	NOKL	252116	NOKL	230529
NOKL	250015	NOKL	252117	NOKL	230532
NOKL	250100	NOKL	252118	NOKL	230611
NOKL	250101	NOKL	252119	NOKL	230614
NOKL	250103	NOKL	252120	NOKL	230617
NOKL	250116	NOKL	252121	NOKL	230618
NOKL	250117	NOKL	252122	NOKL	230623
NOKL	250118	NOKL	252123	NOKL	230694
NOKL	250119	NOKL	252124	Count:	22
NOKL	250120	NOKL	252125		
NOKL	250121	NOKL	252127		
NOKL	250122	NOKL	252128		
NOKL	250123	NOKL	252129		
NOKL	250124	NOKL	252130		
Count:	28	NOKL	252131		
		NOKL	252132		
		NOKL	252133		
		NOKL	252134		
		NOKL	252135		
		NOKL	252136		
		NOKL	252137		
		NOKL	252138		
		NOKL	252139		
		Count:	37		

**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: December 27, 2013

*Edward M Luria*

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Edward M. Luria