

**FIRST UNION RAIL**

A Wells Fargo Company

6250 River Road  
Suite 5000  
Rosemont, IL 60018

Office: (847) 318-7575  
Fax: (847) 318-7588

RECORDATION NO. 26701-D  
FILED JULY 8, 2015 8:06 AM  
SURFACE TRANSPORTATION BOARD

**STB E-File**

July 7, 2015

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
Washington, D.C. 20423-0001

**RE: MEMORANDUM OF LEASE TERMINATION ("Memorandum")** dated as of July 7, 2015 by First Union Rail Corporation ("**Lessor**"), as successor through merger with Helm Financial Corporation.

Dear Section Chief:

On behalf of First Union Rail Corporation, I submit for filing and recordation under Section 11301 of Title 49 of the U.S. Code and the regulations promulgated there under the following document:

Fully executed copy of the above referenced Memorandum.

In connection with the recording of this Memorandum, please note the following information:

**Name and Address for Lessor:** First Union Rail Corporation  
6250 River Road, Suite 5000  
Rosemont, IL 60018  
Attn: Director of Contracts

**Name and Address for Lessee:** Florida East Coast Railway, L.L.C.  
7411 Fullerton St., Suite 300  
Jacksonville, FL 32256

**Equipment:** 4, SD70M-2 Locomotives: FEC 100, FEC 101, FEC 102, FEC 103.

Please record this Memorandum of Lease Termination as a secondary recordation to that certain Memorandum of Lease Agreement dated as of December 14, 2006 on file at the STB under Recordation No. 26701 filed on December 18, 2008 at 10:14 AM. Please apply the STB's filing fee to Lessor's account.

**Summary:** Memorandum Lease Termination

Yours truly,



Cecilia Mostaghim  
Asst. Director - Documentation  
Direct: (415) 801-8539  
Fax: (415) 801-8684  
Cecilia.C.Mostaghim@firstunionrail.com

**MEMORANDUM OF LEASE TERMINATION**

**THIS MEMORANDUM OF LEASE TERMINATION** (the "Memorandum of Lease Termination") dated as of July 7, 2015, is made by First Union Rail Corporation (the "Lessor"), a North Carolina corporation, as successor through merger with Helm Financial Corporation, and pertains to that certain Locomotive Net Leasing Agreement dated as of December 14, 2006 (the "Lease"), between Lessor and Florida East Coast Railway, L.L.C. (the "Lessee"), a Florida limited liability company.

**WITNESSETH:**

**WHEREAS**, Lessor has leased to Lessee the certain locomotives (the "Equipment") described on Exhibit A attached hereto; and,

**WHEREAS**, a Memorandum of Lease Agreement evidencing the Lease is on file at the Surface Transportation Board under primary Recordation No. 26701 filed December 18, 2006 at 10:14 AM ("Memorandum of Lease"); and

**WHEREAS**, the Lease has expired and the Equipment is no longer be subject to the Lease.

**NOW, THEREFORE**, for good and valuable consideration, the sufficiency and receipt which is hereby acknowledged, Lessor wishes to clarify the public record and state as follows:

1. This Memorandum of Lease Termination serves as Lessor's notice that the Lease is terminated.
2. All of the interests of the Lessee, its successors and assigns, in the Equipment listed on the attached Exhibit A arising pursuant to the Lease are terminated.
3. Lessor wishes to record this Memorandum of Lease Termination so as to release the lien with respect to the Equipment.

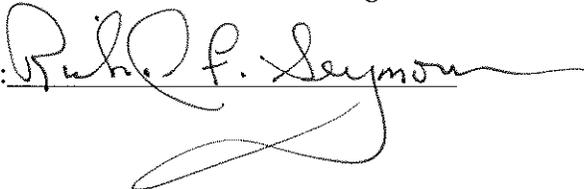
**IN WITNESS WHEREOF**, Lessor has caused this Memorandum of Lease Termination to be duly executed by its respective officer duly authorized as of the date and year first above written, that he holds the title indicated below and that the execution of this Memorandum of Lease Termination was the free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

**LESSOR:**

FIRST UNION RAIL CORPORATION

Name: Richard F. Seymour

Title: Vice President Sales & Marketing

Signature: 

[FEC025]



**EXHIBIT A**  
**TO**  
**MEMORANDUM OF LEASE TERMINATION**

**Recordation No. 26701 filed on December 18, 2006 at 10:14 AM**

NUMBER OF LOCOMOTIVES: Four (4)

DESCRIPTION: SD70M-2, 4300 horsepower locomotives

MARK & NUMBERS: FEC 100, FEC 101, FEC 102, FEC 103