

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
—
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

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

February 27, 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 Lease Termination, dated as of February 19, 2014, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease previously filed with the Board under Recordation Number 22314.

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

Lessor: PNC Equipment Finance, LLC
995 Dalton Avenue
Cincinnati, OH 45203

Section Chief
February 27, 2014
Page 2

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

All railcars at any time covered by the Memorandum of Lease filed under Recordation Number 22314 are TERMINATED.

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

Memorandum of Lease Termination.

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 LEASE TERMINATION

MEMORANDUM OF LEASE TERMINATION, dated as of February 19, 2014, by and between Commonwealth Edison Company ("Lessee"), PNC Equipment Finance, LLC (the "Lessor" and, together with Lessee, the "Parties"). Capitalized terms used herein which are not defined herein shall have their respective meanings ascribed thereto as set forth in the Lease (defined below).

WHEREAS, Lessor and Lessee, entered into that certain [Equipment Lease, dated as of July 27, 1999] (the "Lease"), a Memorandum of which was recorded with the Surface Transportation Board ("STB") on August 9, 1999, at 4:50 PM, under Recordation No. 22314, covering the Equipment described therein.

Effective the date hereof, the Lease is terminated. This document constitutes a release of all interests, claims, liens or encumbrances with respect to all railroad equipment at any time covered by the Lease.

The Parties are filing this Memorandum of Equipment Lease Termination with the STB pursuant to 49 USC Section 11301(a). This Memorandum of Lease Termination is executed without prejudice to the rights or obligations of the parties which expressly survive termination of the Lease or the termination agreement among the parties.

[Signature Pages Follow]

PNC Equipment Finance, LLC

By: _____

Name: Gene Tudor

Title: AVP

STATE OF OHIO

)

) SS.:

COUNTY OF HAMILTON

)

On this 19th day of February, 2014, before me personally appeared Gene Tudor, to me personally known, who, by me being duly sworn, says that he/she is Assistant Vice President of PNC Equipment Finance, LLC, that the foregoing instrument was signed on behalf of said company, by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

Notary Public

My commission expires: _____



Bobby Miller
Notary Public, State of Ohio
My Commission Expires 02-18-2018

Subj: **Re: Progress Rail /PNC - Railcar Purchase and Sale - Memorandum of Lease Termination with STB**
Date: 2/19/2014 11:02:47 A.M. Eastern Standard Time
From: bobby.miller@pnc.com
To: AlvordLaw@aol.com
CC: gene.tudor@pnc.com, ELuria@aol.com

Suzanne, thanks for taking the time to chat with me this morning. PNC Equipment Finance, LLC would like to engage Alvord & Alvord on our behalf to file Memorandum of Lease terminations with the STB on the attached filings. The closing of the sale of rail cars is scheduled for February 27, 2014 between PNC and Progress Rail. Please let me know what else you require from us to make sure this happens timely. Per our conversation, Alvord & Alvord will bill us for the final fees and costs of reimbursement. Please provide a W-9 as well.

Thanks

Bobby Miller

EF Recovery Specialist II
Equipment Finance Operations Officer

PNC Equipment Finance, LLC
995 Dalton Ave. Mail Locator B2-YB71-04-1
Cincinnati, OH 45203

(513) 455-7411 (Office)
(866) 863-4048 (Fax)
Bobby.miller@pnc.com
www.pnc.com/ef

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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: 2/27/14

Edward M Luria
Edward M. Luria