

RECORDATION NO. 21599-H FILED
February 22, 2015 12:15 PM
SURFACE TRANSPORTATION BOARD

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

February 22, 2016

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 and Indenture Termination, dated as of February 22, 2016, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease and the Trust Indenture and Security Agreement and Supplement No. 1 previously filed with the Board under Recordation Numbers 21599 and 21599-A, respectively.

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

Owner Trustee: Wells Fargo Bank Northwest, N.A. (successor
in interest to First Security Bank, National
Association)
79 South Main Street
Salt Lake City, UT 84111

Indenture Trustee: Manufacturers and Traders Trust Company
(successor in interest to The First National
Bank of Maryland)
25 South Charles Street
Baltimore Maryland 21201

Lessee: FMC Corporation
1735 Market Street
Philadelphia, PA 19103

Section Chief
February 22, 2016
Page 2

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

All railroad equipment covered by the Equipment Lease filed under Rec. No. 21599 and the Trust Indenture and Security Agreement and Supplement No. 1 filed under Rec. No. 21599-A and related documents is hereby TERMINATED and RELEASED, including but not limited to the railroad equipment set forth on Exhibit A to the document.

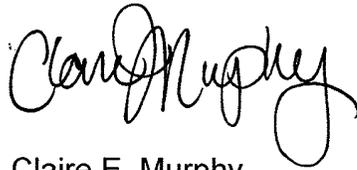
A short summary of the document to appear in the index is:

Memorandum of Lease and Indenture 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 stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Claire E. Murphy". The signature is written in a cursive style with a large, looped "M".

Claire E. Murphy

CEM
Enclosures

MEMORANDUM OF LEASE AND INDENTURE TERMINATION

THIS MEMORANDUM OF LEASE AND INDENTURE TERMINATION, dated as of February 22, 2016, by and between FMC CORPORATION ("Lessee"), MANUFACTURERS AND TRADERS TRUST COMPANY (as successor in interest to The First National Bank of Maryland), not in its individual capacity, but solely as Indenture Trustee ("Indenture Trustee") and WELLS FARGO BANK NORTHWEST, N.A. (successor in interest to First Security Bank, National Association), not in its individual capacity, but solely as Owner Trustee (the "Owner Trustee" and together with Lessee and Indenture Trustee, the "Parties"). Capitalized terms used herein which are not defined herein shall have their respective meanings ascribed thereto as set forth in the Indenture (defined below).

WHEREAS, Owner Trustee, as lessor, and Lessee, as lessee, entered into that certain Equipment Lease (1998-1), dated as of August 21, 1998 (as amended, modified and/or supplemented from time to time, the "Lease") which was recorded with the Surface Transportation Board ("STB") under Recordation No. 21599 covering the Equipment described therein;

WHEREAS, Owner Trustee and Indenture Trustee entered into that certain Trust Indenture and Security Agreement (1998-1), dated as of August 21, 1998 (as amended, modified and/or supplemented from time to time, the "Indenture") which was recorded with the STB under Recordation No. 21599-A covering the Equipment described therein;

WHEREAS, Owner Trustee, as lessor, and Lessee, as lessee, entered into that certain Equipment Lease Supplement (1998-1) No. 1 dated August 21, 1998 (the "Lease Supplement") which was recorded with the STB under Recordation No. 21599-B covering the Equipment described therein;

WHEREAS, Owner Trustee, as lessor, and Indenture Trustee, as indenture trustee, entered into that certain Trust Indenture and Security Agreement Supplement (1998-1) No. 1 dated August 21, 1998 (the "Indenture Supplement") which was recorded with the STB under Recordation No. 21599-C covering the Equipment described therein; and

WHEREAS, effective the date hereof, the Lease, together with the Lease Supplement and the Indenture, together with the Indenture Supplement, delivered with respect to the Equipment, including but not limited to the railroad equipment described in Schedule A hereto (the "Terminated Railcars") is terminated and the Lien of the Indenture is released; and

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid sale and assignment of the Terminated Railcars, and the respective interests therein of the Parties.

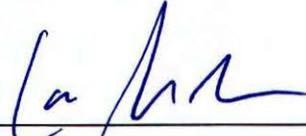
NOW, THEREFORE, to accomplish the foregoing, the Parties are filing this Memorandum of Lease and Indenture Termination with the STB pursuant to 49 USC Section 11301(a) and with the Registrar General of Canada pursuant to Section 105 of the Canada Transportation Act.

[Signatures Contained on Following Page]

This Memorandum of Lease and Indenture Termination may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such memorandum.

WELLS FARGO BANK NORTHWEST, N.A.,
not in its individual capacity, but solely as
Owner Trustee

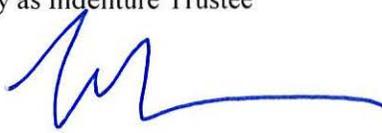
By:



Name: **Lane Molen**
Title: **Assistant Vice President**

This Memorandum of Lease and Indenture Termination may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such memorandum.

MANUFACTURERS AND TRADERS TRUST
COMPANY, not in its individual capacity, but
solely as Indenture Trustee

By: 
Name: **Mark Brzoska**
Title: **Vice President**

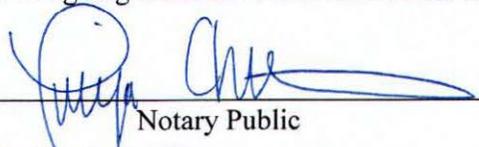
This Memorandum of Lease and Indenture Termination may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such memorandum.

FMC CORPORATION, as Lessee

By:  _____
Name: Thomas C. Deas, Jr.
Title: Vice President & Treasurer

STATE OF Utah)
) SS.:
COUNTY OF Salt Lake)

On this 19th day of February, 2016, before me personally appeared Lane Molen, to me personally known, who, by me being duly sworn, says that he/she is Assistant Vice President of WELLS FARGO BANK NORTHWEST, N.A., and that the foregoing instrument was signed on behalf of said national banking association 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 national banking association.



Notary Public

My commission expires



STATE OF Delaware)
) SS.:
COUNTY OF New Castle)

On this 19 day of February, 2016, before me personally appeared Mark Brzoska, to me personally known, who, by me being duly sworn, says that he/she is Vice President of MANUFACTURERS AND TRADERS TRUST COMPANY, and that the foregoing instrument was signed on behalf of said national banking association 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 national banking association.



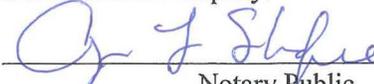
Notary Public

My commission expires



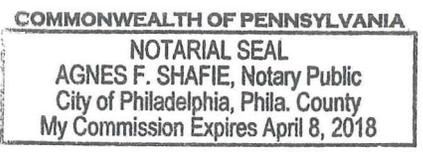
STATE OF Pennsylvania)
) SS.:
COUNTY OF Philadelphia)

On this 19th day of February, 2016, before me personally appeared Thomas C. Deas, Jr., to me personally known, who, by me being duly sworn, says that he/she is Vice President & Treasurer of FMC CORPORATION, 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 April 8, 2018



**SCHEDULE A
TO
MEMORANDUM OF LEASE AND INDENTURE TERMINATION
TERMINATED RAILCARS**

TERMINATED RAILCARS

483 Thrall 5100 Covered Hopper Cars

| Equipment ID |
|--------------|--------------|--------------|--------------|--------------|--------------|
| FMLX 1001 | FMLX 1031 | FMLX 1125 | FMLX 1172 | FMLX 1202 | FMLX 1232 |
| FMLX 1002 | FMLX 1032 | FMLX 1126 | FMLX 1173 | FMLX 1203 | FMLX 1233 |
| FMLX 1003 | FMLX 1033 | FMLX 1131 | FMLX 1174 | FMLX 1204 | FMLX 1234 |
| FMLX 1004 | FMLX 1034 | FMLX 1133 | FMLX 1175 | FMLX 1205 | FMLX 1235 |
| FMLX 1005 | FMLX 1035 | FMLX 1135 | FMLX 1176 | FMLX 1206 | FMLX 1236 |
| FMLX 1006 | FMLX 1036 | FMLX 1141 | FMLX 1177 | FMLX 1207 | FMLX 1237 |
| FMLX 1007 | FMLX 1037 | FMLX 1142 | FMLX 1178 | FMLX 1208 | FMLX 1238 |
| FMLX 1008 | FMLX 1038 | FMLX 1146 | FMLX 1179 | FMLX 1209 | FMLX 1239 |
| FMLX 1009 | FMLX 1039 | FMLX 1147 | FMLX 1180 | FMLX 1210 | FMLX 1240 |
| FMLX 1010 | FMLX 1040 | FMLX 1148 | FMLX 1181 | FMLX 1211 | FMLX 1241 |
| FMLX 1011 | FMLX 1041 | FMLX 1151 | FMLX 1182 | FMLX 1212 | FMLX 1242 |
| FMLX 1012 | FMLX 1042 | FMLX 1152 | FMLX 1183 | FMLX 1213 | FMLX 1243 |
| FMLX 1013 | FMLX 1043 | FMLX 1153 | FMLX 1184 | FMLX 1214 | FMLX 1244 |
| FMLX 1014 | FMLX 1044 | FMLX 1154 | FMLX 1185 | FMLX 1215 | FMLX 1245 |
| FMLX 1015 | FMLX 1045 | FMLX 1155 | FMLX 1186 | FMLX 1216 | FMLX 1246 |
| FMLX 1016 | FMLX 1046 | FMLX 1156 | FMLX 1187 | FMLX 1217 | FMLX 1247 |
| FMLX 1017 | FMLX 1047 | FMLX 1157 | FMLX 1188 | FMLX 1218 | FMLX 1248 |
| FMLX 1018 | FMLX 1048 | FMLX 1158 | FMLX 1189 | FMLX 1219 | FMLX 1249 |
| FMLX 1019 | FMLX 1049 | FMLX 1159 | FMLX 1190 | FMLX 1220 | FMLX 1250 |
| FMLX 1020 | FMLX 1050 | FMLX 1160 | FMLX 1191 | FMLX 1221 | FMLX 41001 |
| FMLX 1021 | FMLX 1051 | FMLX 1161 | FMLX 1192 | FMLX 1222 | FMLX 41002 |
| FMLX 1022 | FMLX 1052 | FMLX 1162 | FMLX 1193 | FMLX 1223 | FMLX 41003 |
| FMLX 1023 | FMLX 1053 | FMLX 1163 | FMLX 1194 | FMLX 1224 | FMLX 41004 |
| FMLX 1024 | FMLX 1054 | FMLX 1164 | FMLX 1195 | FMLX 1225 | FMLX 41005 |
| FMLX 1025 | FMLX 1055 | FMLX 1165 | FMLX 1196 | FMLX 1226 | FMLX 41006 |
| FMLX 1026 | FMLX 1056 | FMLX 1166 | FMLX 1197 | FMLX 1227 | FMLX 41007 |
| FMLX 1027 | FMLX 1057 | FMLX 1167 | FMLX 1198 | FMLX 1228 | FMLX 41009 |
| FMLX 1028 | FMLX 1058 | FMLX 1168 | FMLX 1199 | FMLX 1229 | FMLX 41010 |
| FMLX 1029 | FMLX 1059 | FMLX 1169 | FMLX 1200 | FMLX 1230 | FMLX 41011 |
| FMLX 1030 | FMLX 1060 | FMLX 1170 | FMLX 1201 | FMLX 1231 | FMLX 41012 |

| Equipment ID |
|--------------|--------------|--------------|--------------|--------------|--------------|
| FMLX 41013 | FMLX 41043 | FMLX 52030 | FMLX 52074 | FMLX 52128 | FMLX 52171 |
| FMLX 41014 | FMLX 41044 | FMLX 52031 | FMLX 52077 | FMLX 52129 | FMLX 52172 |
| FMLX 41015 | FMLX 41045 | FMLX 52033 | FMLX 52080 | FMLX 52130 | FMLX 52175 |
| FMLX 41016 | FMLX 41046 | FMLX 52034 | FMLX 52082 | FMLX 52131 | FMLX 52176 |
| FMLX 41017 | FMLX 41047 | FMLX 52035 | FMLX 52083 | FMLX 52133 | FMLX 52178 |
| FMLX 41018 | FMLX 41048 | FMLX 52037 | FMLX 52084 | FMLX 52134 | FMLX 52181 |
| FMLX 41019 | FMLX 41049 | FMLX 52039 | FMLX 52085 | FMLX 52135 | FMLX 52182 |
| FMLX 41020 | FMLX 41050 | FMLX 52041 | FMLX 52086 | FMLX 52136 | FMLX 52186 |
| FMLX 41021 | FMLX 41051 | FMLX 52042 | FMLX 52087 | FMLX 52137 | FMLX 52189 |
| FMLX 41022 | FMLX 41052 | FMLX 52044 | FMLX 52088 | FMLX 52138 | FMLX 52191 |
| FMLX 41023 | FMLX 41053 | FMLX 52046 | FMLX 52091 | FMLX 52139 | FMLX 52192 |
| FMLX 41024 | FMLX 41054 | FMLX 52047 | FMLX 52094 | FMLX 52140 | FMLX 52193 |
| FMLX 41025 | FMLX 41055 | FMLX 52049 | FMLX 52096 | FMLX 52141 | FMLX 52194 |
| FMLX 41026 | FMLX 52004 | FMLX 52050 | FMLX 52097 | FMLX 52142 | FMLX 52195 |
| FMLX 41027 | FMLX 52005 | FMLX 52052 | FMLX 52104 | FMLX 52143 | FMLX 52196 |
| FMLX 41028 | FMLX 52006 | FMLX 52053 | FMLX 52106 | FMLX 52147 | FMLX 52198 |
| FMLX 41029 | FMLX 52008 | FMLX 52054 | FMLX 52108 | FMLX 52149 | FMLX 52199 |
| FMLX 41030 | FMLX 52009 | FMLX 52055 | FMLX 52109 | FMLX 52150 | FMLX 52203 |
| FMLX 41031 | FMLX 52010 | FMLX 52056 | FMLX 52110 | FMLX 52152 | FMLX 52204 |
| FMLX 41032 | FMLX 52011 | FMLX 52058 | FMLX 52111 | FMLX 52153 | FMLX 52205 |
| FMLX 41033 | FMLX 52012 | FMLX 52060 | FMLX 52113 | FMLX 52154 | FMLX 52206 |
| FMLX 41034 | FMLX 52014 | FMLX 52062 | FMLX 52116 | FMLX 52155 | FMLX 52207 |
| FMLX 41035 | FMLX 52015 | FMLX 52063 | FMLX 52117 | FMLX 52157 | FMLX 52208 |
| FMLX 41036 | FMLX 52016 | FMLX 52064 | FMLX 52119 | FMLX 52159 | FMLX 52209 |
| FMLX 41037 | FMLX 52019 | FMLX 52068 | FMLX 52120 | FMLX 52163 | FMLX 52212 |
| FMLX 41038 | FMLX 52022 | FMLX 52069 | FMLX 52121 | FMLX 52164 | FMLX 52213 |
| FMLX 41039 | FMLX 52023 | FMLX 52070 | FMLX 52123 | FMLX 52165 | FMLX 52214 |
| FMLX 41040 | FMLX 52026 | FMLX 52071 | FMLX 52124 | FMLX 52166 | FMLX 52216 |
| FMLX 41041 | FMLX 52028 | FMLX 52072 | FMLX 52125 | FMLX 52167 | FMLX 52217 |
| FMLX 41042 | FMLX 52029 | FMLX 52073 | FMLX 52127 | FMLX 52170 | FMLX 52219 |

Equipment ID	Equipment ID	Equipment ID	Equipment ID
FMLX 52220	FMLX 52260	FMLX 61007	FMLX 61038
FMLX 52224	FMLX 52262	FMLX 61008	FMLX 61039
FMLX 52225	FMLX 52263	FMLX 61009	FMLX 61040
FMLX 52226	FMLX 52264	FMLX 61010	FMLX 61041
FMLX 52227	FMLX 52266	FMLX 61011	FMLX 61042
FMLX 52228	FMLX 52267	FMLX 61012	FMLX 61043
FMLX 52229	FMLX 52268	FMLX 61013	FMLX 61045
FMLX 52230	FMLX 52271	FMLX 61014	FMLX 61046
FMLX 52231	FMLX 52272	FMLX 61015	FMLX 61047
FMLX 52232	FMLX 52273	FMLX 61016	FMLX 61048
FMLX 52233	FMLX 52276	FMLX 61017	FMLX 61049
FMLX 52235	FMLX 52277	FMLX 61018	FMLX 61050
FMLX 52236	FMLX 52280	FMLX 61019	FMLX 61051
FMLX 52237	FMLX 52282	FMLX 61020	FMLX 61052
FMLX 52238	FMLX 52283	FMLX 61021	FMLX 61053
FMLX 52239	FMLX 52284	FMLX 61022	FMLX 61055
FMLX 52240	FMLX 52285	FMLX 61023	FMLX 61056
FMLX 52241	FMLX 52286	FMLX 61024	FMLX 61057
FMLX 52242	FMLX 52287	FMLX 61025	FMLX 61058
FMLX 52243	FMLX 52289	FMLX 61026	FMLX 61059
FMLX 52244	FMLX 52293	FMLX 61027	FMLX 61060
FMLX 52245	FMLX 52295	FMLX 61028	FMLX 61061
FMLX 52247	FMLX 52296	FMLX 61029	FMLX 61062
FMLX 52249	FMLX 52298	FMLX 61030	FMLX 61063
FMLX 52253	FMLX 52299	FMLX 61031	FMLX 61064
FMLX 52254	FMLX 61001	FMLX 61032	FMLX 61065
FMLX 52255	FMLX 61002	FMLX 61033	FMLX 61066
FMLX 52256	FMLX 61003	FMLX 61034	FMLX 61067
FMLX 52257	FMLX 61004	FMLX 61035	FMLX 61068
FMLX 52259	FMLX 61005	FMLX 61036	FMLX 61069
	FMLX 61006	FMLX 61037	FMLX 61070

CERTIFICATION

I, Claire E. Murphy, an attorney licensed to practice in the State of New York and the State of New Jersey, 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: February 22, 2016



Claire E. Murphy