RECORDATION NO. 23855-C FILED

OCT 30 '14 -2 44 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

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

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

*Via Federal Express*

October 29, 2014

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: Memorandum of Lease Termination**

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are four (4) originals of a Memorandum of Lease Termination dated October 28, 2014, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memoranda of Lease which was duly filed with the Surface Transportation Board on February 7, 2002 at 9:50 a.m., September 6, 2002 at 11:32 a.m. and on May 1, 2007 at 2:55 p.m. with recordation numbers 23855, 23855-A and 23855-B respectively. The names and addresses of the parties to the enclosed document are:

| | | | |
|---|---|---|---|
| Lessor: | First Union Rail Corporation<br>One O'Hare Centre<br>6250 N. River Rd., Suite 5000<br>Rosemont, IL 60018 | Lessee: | Duferco Farrell Corporation<br>15 Roemer Blvd<br>Farrell, PA 16121 |

The enclosed document is for two hundred sixty (260) gondola cars in Rider No. 1, seventy-five (75) gondola cars under Rider No. 2 and three hundred sixty-two (362) gondola cars in Rider No. 4 all having NOKL marks (see Exhibit A for car numbers) which has been terminated in all respects and is 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
Senior Documentation Specialist

Enclosures
(DFAC001-DFAC005)

OCT 30 2014
RECEIVED

RECORDATION NO. 23855-C FILED

OCT 30 '14 -2 4 4 PM

SURFACE TRANSPORTATION BOARD

# MEMORANDUM OF LEASE TERMINATION

**THIS MEMORANDUM OF LEASE TERMINATION** (the "Memorandum") dated as of October 28, 2014 is made by First Union Rail Corporation (the "Lessor"), a North Carolina corporation, and pertains to that certain Lease Agreement dated as of July 18, 2001, Rider No. 1, Rider No. 2 and Rider No. 4 (collectively, the "Lease"), between Lessor and Duferco Farrell Corporation (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 Memoranda of Lease, evidencing the above-described Lease of such Equipment, which was filed at the Surface Transportation Board on February 7, 2002 at 9:50 a.m. with recordation number 23855; September 6, 2002 at 11:32 a.m. having recordation number 23855-A and on May 1, 2007 at 2:55 p.m. with recordation number 23855-B.

**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 Memoranda 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 Memoranda of Lease so as to release the lien with respect to the Equipment.

**IN WITNESS WHEREOF**, First Union Rail Corporation, as Lessor, has caused this Memorandum of Lease Termination to be duly executed by their respective officer duly authorized as of the date and year first above written (and the undersigned declares under penalty of perjury 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: Richard F. Seymour

Title: Vice President Sales & Marketing

Signature: Richard F. Seymour

OCT 30 2014 RECEIVED

# EXHIBIT A TO
# MEMORANDUM OF LEASE TERMINATION

## RIDER NO. 1

NUMBER OF CARS: Two hundred and sixty (260).

DESCRIPTION OF CARS: 52'6 gondola cars with 5-ft. and 5-1/2 ft. sides

CAR NUMBERS: See below:

| | | | | |
|---|---|---|---|---|
| NOKL 315000 | NOKL 315038 | NOKL 315628 | NOKL 315835 | NOKL 323003 |
| NOKL 315001 | NOKL 315039 | NOKL 315629 | NOKL 315836 | NOKL 323004 |
| NOKL 315002 | NOKL 315040 | NOKL 315630 | NOKL 315838 | NOKL 323005 |
| NOKL 315003 | NOKL 315041 | NOKL 315631 | NOKL 315839 | NOKL 323007 |
| NOKL 315004 | NOKL 315042 | NOKL 315632 | NOKL 315840 | NOKL 323008 |
| NOKL 315005 | NOKL 315043 | NOKL 315633 | NOKL 315841 | NOKL 323010 |
| NOKL 315006 | NOKL 315044 | NOKL 315634 | NOKL 315843 | NOKL 323012 |
| NOKL 315007 | NOKL 315045 | NOKL 315800 | NOKL 315844 | NOKL 323013 |
| NOKL 315008 | NOKL 315046 | NOKL 315801 | NOKL 315845 | NOKL 323014 |
| NOKL 315009 | NOKL 315047 | NOKL 315802 | NOKL 315846 | NOKL 323015 |
| NOKL 315010 | NOKL 315048 | NOKL 315803 | NOKL 315847 | NOKL 323016 |
| NOKL 315011 | NOKL 315049 | NOKL 315804 | NOKL 315848 | NOKL 323017 |
| NOKL 315012 | NOKL 315435 | NOKL 315805 | NOKL 315849 | NOKL 323018 |
| NOKL 315013 | NOKL 315436 | NOKL 315806 | NOKL 315850 | NOKL 323019 |
| NOKL 315014 | NOKL 315437 | NOKL 315807 | NOKL 315851 | NOKL 323020 |
| NOKL 315015 | NOKL 315438 | NOKL 315809 | NOKL 315852 | NOKL 323021 |
| NOKL 315016 | NOKL 315439 | NOKL 315810 | NOKL 315853 | NOKL 323022 |
| NOKL 315017 | NOKL 315440 | NOKL 315811 | NOKL 315854 | NOKL 323023 |
| NOKL 315018 | NOKL 315441 | NOKL 315812 | NOKL 315855 | NOKL 323024 |
| NOKL 315019 | NOKL 315442 | NOKL 315814 | NOKL 315856 | NOKL 323025 |
| NOKL 315020 | NOKL 315443 | NOKL 315815 | NOKL 315857 | NOKL 323026 |
| NOKL 315021 | NOKL 315444 | NOKL 315816 | NOKL 315858 | NOKL 323027 |
| NOKL 315022 | NOKL 315445 | NOKL 315817 | NOKL 315859 | NOKL 323028 |
| NOKL 315023 | NOKL 315446 | NOKL 315818 | NOKL 315860 | NOKL 323029 |
| NOKL 315024 | NOKL 315447 | NOKL 315819 | NOKL 315862 | NOKL 323030 |
| NOKL 315025 | NOKL 315448 | NOKL 315820 | NOKL 315863 | NOKL 323031 |
| NOKL 315026 | NOKL 315449 | NOKL 315821 | NOKL 315864 | NOKL 323032 |
| NOKL 315027 | NOKL 315450 | NOKL 315822 | NOKL 315865 | NOKL 323033 |
| NOKL 315028 | NOKL 315451 | NOKL 315823 | NOKL 315866 | NOKL 323034 |
| NOKL 315029 | NOKL 315452 | NOKL 315824 | NOKL 315867 | NOKL 323035 |
| NOKL 315030 | NOKL 315453 | NOKL 315825 | NOKL 315868 | NOKL 323036 |
| NOKL 315031 | NOKL 315454 | NOKL 315827 | NOKL 315870 | NOKL 323037 |
| NOKL 315032 | NOKL 315602 | NOKL 315828 | NOKL 315871 | NOKL 323038 |
| NOKL 315033 | NOKL 315603 | NOKL 315829 | NOKL 315872 | NOKL 323050 |
| NOKL 315034 | NOKL 315624 | NOKL 315830 | NOKL 315873 | NOKL 323051 |
| NOKL 315035 | NOKL 315625 | NOKL 315831 | NOKL 315874 | NOKL 323052 |
| NOKL 315036 | NOKL 315626 | NOKL 315832 | NOKL 323000 | NOKL 323053 |
| NOKL 315037 | NOKL 315627 | NOKL 315834 | NOKL 323001 | NOKL 323054 |

| | | | | |
|---|---|---|---|---|
| NOKL 323055 | NOKL 323072 | NOKL 323102 | NOKL 323131 | NOKL 323146 |
| NOKL 323058 | NOKL 323073 | NOKL 323103 | NOKL 323132 | NOKL 323147 |
| NOKL 323059 | NOKL 323074 | NOKL 323104 | NOKL 323133 | NOKL 323148 |
| NOKL 323060 | NOKL 323075 | NOKL 323105 | NOKL 323134 | NOKL 323149 |
| NOKL 323061 | NOKL 323076 | NOKL 323106 | NOKL 323135 | NOKL 323150 |
| NOKL 323062 | NOKL 323077 | NOKL 323107 | NOKL 323136 | NOKL 323151 |
| NOKL 323063 | NOKL 323078 | NOKL 323108 | NOKL 323137 | NOKL 323152 |
| NOKL 323064 | NOKL 323079 | NOKL 323109 | NOKL 323138 | NOKL 323153 |
| NOKL 323065 | NOKL 323080 | NOKL 323110 | NOKL 323139 | NOKL 323154 |
| NOKL 323066 | NOKL 323089 | NOKL 323113 | NOKL 323140 | NOKL 323155 |
| NOKL 323067 | NOKL 323097 | NOKL 323120 | NOKL 323141 | Count: 260 |
| NOKL 323068 | NOKL 323098 | NOKL 323126 | NOKL 323142 | |
| NOKL 323069 | NOKL 323099 | NOKL 323127 | NOKL 323143 | |
| NOKL 323070 | NOKL 323100 | NOKL 323129 | NOKL 323144 | |
| NOKL 323071 | NOKL 323101 | NOKL 323130 | NOKL 323145 | |

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

**RIDER NO. 2**

NUMBER OF CARS: Seventy-five (75)

DESCRIPTION OF CARS: Gondola Cars

CAR NUMBERS: See below:

| | | | |
|---|---|---|---|
| NOKL | 320201 | NOKL | 320262 |
| NOKL | 320202 | NOKL | 320263 |
| NOKL | 320205 | NOKL | 320264 |
| NOKL | 320209 | NOKL | 320266 |
| NOKL | 320212 | NOKL | 320268 |
| NOKL | 320214 | NOKL | 320270 |
| NOKL | 320216 | NOKL | 320271 |
| NOKL | 320221 | NOKL | 320272 |
| NOKL | 320222 | NOKL | 320274 |
| NOKL | 320223 | NOKL | 320275 |
| NOKL | 320225 | NOKL | 320276 |
| NOKL | 320226 | NOKL | 320277 |
| NOKL | 320228 | NOKL | 320280 |
| NOKL | 320229 | NOKL | 320281 |
| NOKL | 320231 | NOKL | 320282 |
| NOKL | 320233 | NOKL | 320283 |
| NOKL | 320234 | NOKL | 320284 |
| NOKL | 320236 | NOKL | 320286 |
| NOKL | 320237 | NOKL | 320288 |
| NOKL | 320239 | NOKL | 320289 |
| NOKL | 320240 | NOKL | 320291 |
| NOKL | 320241 | NOKL | 320292 |
| NOKL | 320243 | NOKL | 320293 |
| NOKL | 320245 | NOKL | 320294 |
| NOKL | 320246 | NOKL | 320295 |
| NOKL | 320247 | NOKL | 320296 |
| NOKL | 320248 | NOKL | 320297 |
| NOKL | 320249 | NOKL | 320298 |
| NOKL | 320250 | NOKL | 320299 |
| NOKL | 320251 | NOKL | 322126 |
| NOKL | 320252 | NOKL | 322133 |
| NOKL | 320253 | NOKL | 322145 |
| NOKL | 320254 | NOKL | 322146 |
| NOKL | 320255 | NOKL | 322178 |
| NOKL | 320256 | NOKL | 322185 |
| NOKL | 320257 | NOKL | 322204 |
| NOKL | 320260 | NOKL | 322217 |
| NOKL | 320261 | Count: | 75 |

EXHIBIT A
TO
MEMORANDUM OF LEASE TERMINATION

RIDER NO. 4

NUMBER OF CARS: Three hundred sixty-two (362)

DESCRIPTION OF CARS: 52'6" gondola cars with 5-ft. and 5-1/2 ft. sides and total weight on rail of 268,000 and 286,000 lbs.

CAR NUMBERS: Page 1 of 2

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| NDYX | 316001 | NOKL | 315018 | NOKL | 315448 | NOKL | 315828 | NOKL | 320209 |
| NDYX | 316006 | NOKL | 315019 | NOKL | 315449 | NOKL | 315829 | NOKL | 320212 |
| NDYX | 316011 | NOKL | 315020 | NOKL | 315450 | NOKL | 315830 | NOKL | 320214 |
| NDYX | 316017 | NOKL | 315021 | NOKL | 315451 | NOKL | 315831 | NOKL | 320216 |
| NDYX | 316021 | NOKL | 315022 | NOKL | 315452 | NOKL | 315832 | NOKL | 320221 |
| NDYX | 316027 | NOKL | 315023 | NOKL | 315453 | NOKL | 315834 | NOKL | 320222 |
| NDYX | 316028 | NOKL | 315024 | NOKL | 315454 | NOKL | 315835 | NOKL | 320223 |
| NDYX | 316032 | NOKL | 315025 | NOKL | 315602 | NOKL | 315836 | NOKL | 320225 |
| NDYX | 316035 | NOKL | 315026 | NOKL | 315603 | NOKL | 315838 | NOKL | 320226 |
| NDYX | 316040 | NOKL | 315027 | NOKL | 315624 | NOKL | 315839 | NOKL | 320228 |
| NDYX | 316041 | NOKL | 315028 | NOKL | 315625 | NOKL | 315840 | NOKL | 320229 |
| NDYX | 316042 | NOKL | 315029 | NOKL | 315626 | NOKL | 315841 | NOKL | 320231 |
| NDYX | 316043 | NOKL | 315030 | NOKL | 315627 | NOKL | 315843 | NOKL | 320233 |
| NDYX | 316046 | NOKL | 315031 | NOKL | 315628 | NOKL | 315844 | NOKL | 320234 |
| NDYX | 316061 | NOKL | 315032 | NOKL | 315629 | NOKL | 315845 | NOKL | 320236 |
| NDYX | 316066 | NOKL | 315033 | NOKL | 315630 | NOKL | 315846 | NOKL | 320237 |
| NDYX | 316070 | NOKL | 315034 | NOKL | 315631 | NOKL | 315847 | NOKL | 320239 |
| NDYX | 316071 | NOKL | 315035 | NOKL | 315632 | NOKL | 315848 | NOKL | 320240 |
| NDYX | 316073 | NOKL | 315036 | NOKL | 315633 | NOKL | 315849 | NOKL | 320241 |
| NDYX | 316077 | NOKL | 315037 | NOKL | 315634 | NOKL | 315850 | NOKL | 320243 |
| NDYX | 316084 | NOKL | 315038 | NOKL | 315800 | NOKL | 315851 | NOKL | 320245 |
| NDYX | 316091 | NOKL | 315039 | NOKL | 315801 | NOKL | 315852 | NOKL | 320246 |
| NDYX | 316094 | NOKL | 315040 | NOKL | 315802 | NOKL | 315853 | NOKL | 320247 |
| NDYX | 316097 | NOKL | 315041 | NOKL | 315803 | NOKL | 315854 | NOKL | 320248 |
| NDYX | 316100 | NOKL | 315042 | NOKL | 315804 | NOKL | 315855 | NOKL | 320249 |
| NDYX | 316101 | NOKL | 315043 | NOKL | 315805 | NOKL | 315856 | NOKL | 320250 |
| NDYX | 316102 | NOKL | 315044 | NOKL | 315806 | NOKL | 315857 | NOKL | 320251 |
| NOKL | 315000 | NOKL | 315045 | NOKL | 315807 | NOKL | 315858 | NOKL | 320252 |
| NOKL | 315001 | NOKL | 315046 | NOKL | 315809 | NOKL | 315859 | NOKL | 320253 |
| NOKL | 315002 | NOKL | 315047 | NOKL | 315810 | NOKL | 315860 | NOKL | 320254 |
| NOKL | 315003 | NOKL | 315048 | NOKL | 315811 | NOKL | 315862 | NOKL | 320255 |
| NOKL | 315004 | NOKL | 315049 | NOKL | 315812 | NOKL | 315863 | NOKL | 320256 |
| NOKL | 315005 | NOKL | 315435 | NOKL | 315814 | NOKL | 315864 | NOKL | 320257 |
| NOKL | 315006 | NOKL | 315436 | NOKL | 315815 | NOKL | 315865 | NOKL | 320260 |
| NOKL | 315007 | NOKL | 315437 | NOKL | 315816 | NOKL | 315866 | NOKL | 320261 |
| NOKL | 315008 | NOKL | 315438 | NOKL | 315817 | NOKL | 315867 | NOKL | 320262 |
| NOKL | 315009 | NOKL | 315439 | NOKL | 315818 | NOKL | 315868 | NOKL | 320263 |
| NOKL | 315010 | NOKL | 315440 | NOKL | 315819 | NOKL | 315870 | NOKL | 320264 |
| NOKL | 315011 | NOKL | 315441 | NOKL | 315820 | NOKL | 315871 | NOKL | 320266 |
| NOKL | 315012 | NOKL | 315442 | NOKL | 315821 | NOKL | 315872 | NOKL | 320268 |
| NOKL | 315013 | NOKL | 315443 | NOKL | 315822 | NOKL | 315873 | NOKL | 320270 |
| NOKL | 315014 | NOKL | 315444 | NOKL | 315823 | NOKL | 315874 | NOKL | 320271 |
| NOKL | 315015 | NOKL | 315445 | NOKL | 315824 | NOKL | 320201 | NOKL | 320272 |
| NOKL | 315016 | NOKL | 315446 | NOKL | 315825 | NOKL | 320202 | NOKL | 320274 |
| NOKL | 315017 | NOKL | 315447 | NOKL | 315827 | NOKL | 320205 | NOKL | 320275 |

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| NOKL | 320276 | NOKL | 323001 | NOKL | 323033 | NOKL | 323074 | NOKL | 323131 |
| NOKL | 320277 | NOKL | 323003 | NOKL | 323034 | NOKL | 323075 | NOKL | 323132 |
| NOKL | 320280 | NOKL | 323004 | NOKL | 323035 | NOKL | 323076 | NOKL | 323133 |
| NOKL | 320281 | NOKL | 323005 | NOKL | 323036 | NOKL | 323077 | NOKL | 323134 |
| NOKL | 320282 | NOKL | 323007 | NOKL | 323037 | NOKL | 323078 | NOKL | 323135 |
| NOKL | 320283 | NOKL | 323008 | NOKL | 323038 | NOKL | 323079 | NOKL | 323136 |
| NOKL | 320284 | NOKL | 323010 | NOKL | 323050 | NOKL | 323080 | NOKL | 323137 |
| NOKL | 320286 | NOKL | 323012 | NOKL | 323051 | NOKL | 323089 | NOKL | 323138 |
| NOKL | 320288 | NOKL | 323013 | NOKL | 323052 | NOKL | 323097 | NOKL | 323139 |
| NOKL | 320289 | NOKL | 323014 | NOKL | 323053 | NOKL | 323098 | NOKL | 323140 |
| NOKL | 320291 | NOKL | 323015 | NOKL | 323054 | NOKL | 323099 | NOKL | 323141 |
| NOKL | 320292 | NOKL | 323016 | NOKL | 323055 | NOKL | 323100 | NOKL | 323142 |
| NOKL | 320293 | NOKL | 323017 | NOKL | 323058 | NOKL | 323101 | NOKL | 323143 |
| NOKL | 320294 | NOKL | 323018 | NOKL | 323059 | NOKL | 323102 | NOKL | 323144 |
| NOKL | 320295 | NOKL | 323019 | NOKL | 323060 | NOKL | 323103 | NOKL | 323145 |
| NOKL | 320296 | NOKL | 323020 | NOKL | 323061 | NOKL | 323104 | NOKL | 323146 |
| NOKL | 320297 | NOKL | 323021 | NOKL | 323062 | NOKL | 323105 | NOKL | 323147 |
| NOKL | 320298 | NOKL | 323022 | NOKL | 323063 | NOKL | 323106 | NOKL | 323148 |
| NOKL | 320299 | NOKL | 323023 | NOKL | 323064 | NOKL | 323107 | NOKL | 323149 |
| NOKL | 322126 | NOKL | 323024 | NOKL | 323065 | NOKL | 323108 | NOKL | 323150 |
| NOKL | 322133 | NOKL | 323025 | NOKL | 323066 | NOKL | 323109 | NOKL | 323151 |
| NOKL | 322145 | NOKL | 323026 | NOKL | 323067 | NOKL | 323110 | NOKL | 323152 |
| NOKL | 322146 | NOKL | 323027 | NOKL | 323068 | NOKL | 323113 | NOKL | 323153 |
| NOKL | 322178 | NOKL | 323028 | NOKL | 323069 | NOKL | 323120 | NOKL | 323154 |
| NOKL | 322185 | NOKL | 323029 | NOKL | 323070 | NOKL | 323126 | NOKL | 323155 |
| NOKL | 322204 | NOKL | 323030 | NOKL | 323071 | NOKL | 323127 | | |
| NOKL | 322217 | NOKL | 323031 | NOKL | 323072 | NOKL | 323129 | | |
| NOKL | 323000 | NOKL | 323032 | NOKL | 323073 | NOKL | 323130 | | |