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SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

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

Tel 847.318.7575
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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 October 9, 2003 at 10:56 a.m., July 27, 2004 at 4:20 p.m., June 17, 2005 at 11:02 a.m. and also at 11:07 a.m., and on December 8, 2005 at 2:59 p.m. having recordation numbers 24642, 24642-A, 24642-B, 24642-C and 24642-D respectively. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 N. River Rd., Suite 5000
Rosemont, IL 60018

Lessee: MHF-LS Equipment Inc.
800 Cranberry Woods Drive
Suite 450
Cranberry Township, PA 16066

The enclosed document is for fifty-four (54) gondola cars in Rider No. 1, twenty (20) gondola cars under Rider No. 2, sixteen (16) gondola cars under Rider No. 3, thirty-five (35) gondolas in Rider No. 4 and sixty (60) gondola cars in Rider No. 7 all having NDYX 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
(MHFL001-MHFL007)



OCT 30 '14 -2 52 PM

MEMORANDUM OF LEASE TERMINATION

~~SURFACE TRANSPORTATION BOARD~~

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 August 15, 2003, Rider No. 1, Rider No. 2, Rider No. 3, Rider No. 4 and Rider No. 7 (collectively, the "Lease"), between Lessor and MHF-LS Equipment Inc. (the "Lessee"), a Pennsylvania 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 October 9, 2003 at 10:56 a.m. with recordation number 24642; July 27, 2004 at 4:20 p.m. having recordation number 24642-A; June 17, 2005 at 11:02 a.m. with recordation number 24642-B; June 17, 2005 at 11:07 a.m. having recordation number 24642-C and on December 8, 2005 at 2:59 p.m. with recordation number 24642-D.

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

**EXHIBIT A TO
MEMORANDUM OF LEASE TERMINATION**

RIDER NO. 1

NUMBER OF CARS: Fifty-four (54)

DESCRIPTION OF CARS: 2743 cu. ft. capacity mill gondola railcars

CAR NUMBERS:	NDYX 320083	NDYX 320640
	NDYX 320085	NDYX 320641
	NDYX 320087	NDYX 320645
	NDYX 320091	NDYX 320647
	NDYX 320103	NDYX 320650
	NDYX 320109	NDYX 320652
	NDYX 320135	NDYX 320654
	NDYX 320152	NDYX 320657
	NDYX 320158	NDYX 320661
	NDYX 320160	NDYX 320663
	NDYX 320166	NDYX 320665
	NDYX 320167	NDYX 320666
	NDYX 320169	NDYX 320668
	NDYX 320176	NDYX 320669
	NDYX 320181	NDYX 320670
	NDYX 320600	NDYX 320671
	NDYX 320601	NDYX 320673
	NDYX 320607	NDYX 320675
	NDYX 320614	NDYX 320676
	NDYX 320615	NDYX 320677
	NDYX 320617	NDYX 320681
	NDYX 320622	NDYX 320682
	NDYX 320625	NDYX 320686
	NDYX 320628	NDYX 320689
	NDYX 320631	NDYX 320698
	NDYX 320634	NDYX 320699
	NDYX 320637	
	NDYX 320638	Count: 54

**EXHIBIT A
TO
MEMORANDUM OF LEASE TERMINATION**

RIDER NO. 2

NUMBER OF CARS: Twenty (20)

DESCRIPTION OF CARS: 2743 cu. ft. capacity mill gondola railcars

CAR NUMBERS: NDYX 320776
NDYX 320782
NDYX 320785
NDYX 320788
NDYX 320791
NDYX 320793
NDYX 320799
NDYX 320800
NDYX 320803
NDYX 320805
NDYX 320806
NDYX 320808
NDYX 320809
NDYX 320811
NDYX 320815
NDYX 320816
NDYX 320818
NDYX 320821
NDYX 320822
NDYX 320823

Count: 20

**EXHIBIT A
TO
MEMORANDUM OF LEASE TERMINATION**

RIDER NO. 3

NUMBER OF CARS: Sixteen (16)

DESCRIPTION OF CARS: 2743 cu. ft. capacity mill gondola railcars

CAR NUMBERS: NDYX 322000
 NDYX 322002
 NDYX 322005
 NDYX 322011
 NDYX 322012
 NDYX 322014
 NDYX 322015
 NDYX 322018
 NDYX 322019
 NDYX 322027
 NDYX 322030
 NDYX 322032
 NDYX 322035
 NDYX 322037
 NDYX 322042
 NDYX 322047

 Count: 16

**EXHIBIT A
TO
MEMORANDUM OF LEASE TERMINATION**

RIDER NO. 4

NUMBER OF CARS: Thirty-five (35)

DESCRIPTION OF CARS: 2494 cu. ft. capacity mill gondola railcars

CAR NUMBERS: NDYX 316001
 NDYX 316006
 NDYX 316011
 NDYX 316017
 NDYX 316018
 NDYX 316021
 NDYX 316027
 NDYX 316028
 NDYX 316032
 NDYX 316035
 NDYX 316036
 NDYX 316037
 NDYX 316040
 NDYX 316041
 NDYX 316042
 NDYX 316043
 NDYX 316046
 NDYX 316056
 NDYX 316060
 NDYX 316061
 NDYX 316066
 NDYX 316070
 NDYX 316071
 NDYX 316073
 NDYX 316077
 NDYX 316083
 NDYX 316084
 NDYX 316085
 NDYX 316091
 NDYX 316094
 NDYX 316097
 NDYX 316098
 NDYX 316100
 NDYX 316101
 NDYX 316102

Count: 35

**EXHIBIT A TO
MEMORANDUM OF LEASE TERMINATION**

RIDER NO. 7

NUMBER OF CARS: Sixty (60)

DESCRIPTION OF CARS: 3267 cu. ft. capacity mill gondola railcars

CAR NUMBERS:

NDYX 360001	NDYX 360103
NDYX 360003	NDYX 360104
NDYX 360006	NDYX 360112
NDYX 360007	NDYX 360113
NDYX 360008	NDYX 360114
NDYX 360017	NDYX 360116
NDYX 360019	NDYX 360119
NDYX 360020	NDYX 360120
NDYX 360021	NDYX 360124
NDYX 360025	NDYX 360127
NDYX 360030	NDYX 360130
NDYX 360032	NDYX 360136
NDYX 360035	NDYX 360137
NDYX 360039	NDYX 360143
NDYX 360050	NDYX 360145
NDYX 360052	NDYX 360150
NDYX 360057	NDYX 360157
NDYX 360059	NDYX 360158
NDYX 360060	NDYX 360160
NDYX 360061	NDYX 360162
NDYX 360063	NDYX 360165
NDYX 360064	NDYX 360166
NDYX 360066	NDYX 360171
NDYX 360067	NDYX 360177
NDYX 360068	NDYX 360179
NDYX 360073	NDYX 360187
NDYX 360079	NDYX 360188
NDYX 360088	NDYX 360189
NDYX 360097	NDYX 360193
NDYX 360099	NDYX 360199