

FIRST UNION RAIL

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December 18, 2015

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 Partial Lease Termination

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) please find one (1) original of a Memorandum of Partial Lease Termination dated December 17, 2015, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memorandum of Lease evidencing such lease Equipment which was duly filed with the Surface Transportation Board on November 20, 2006 under secondary recordation number 24428-K.

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

Lessor:	First Union Rail Corporation One O'Hare Centre 6250 N River Road, Suite 5000 Rosemont, IL 60018	Lessee:	FGDI, L.L.C. 19901 N. Dixie Hwy. Bowling Green, OH 43402
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The enclosed document is for fifty-six (56) covered hopper cars having FURX marks, (see Exhibit A for unit numbers) which have been terminated in all respects and are no longer covered under the Lease.

A short summary of the document to appear in the index follows: Memorandum of Partial Lease Termination

Please accept this E-filing and invoice our account number 22860 in the amount of \$43.00 covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned.

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
Manager Contract Administration

Enclosures

(FGDI022, 024, 028, 031)

MEMORANDUM OF PARTIAL LEASE TERMINATION

THIS MEMORANDUM OF PARTIAL TERMINATION OF LEASE (the "Memorandum") dated as of December 17, 2015 is made by First Union Rail Corporation (the "Lessor"), a North Carolina corporation, and pertains to that certain Lease Agreement dated August 22, 2002 (the "Lease"), between Lessor and FGDI, L.L.C. (the "Lessee"), now known as Agrex Inc.

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 on Exhibit A attached hereto; and,

WHEREAS, Lessor and Lessee entered into that certain Memorandum of Lease, evidencing the above-described Lease of such Equipment, which was filed at the Surface Transportation Board on November 20, 2006 under secondary recordation number 24428-K.

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 Lease between Lessor and Lessee relating to the Equipment and evidenced by the Memorandum of Lease filed with the Surface Transportation Board has been terminated in all respects.
2. Lessor wishes to record this Memorandum of Partial Lease Termination so as to release the lien with respect to the Equipment.

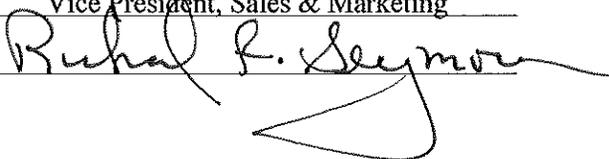
IN WITNESS WHEREOF, the Lessor has caused this Memorandum to be executed by its respective officer duly authorized as of the date and year first above written, that he holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation.

LESSOR:

FIRST UNION RAIL CORPORATION

Name: Richard F. Seymour

Title: Vice President, Sales & Marketing

Signature: 

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

NUMBER OF CARS: Fifty-six (56)

DESCRIPTION OF CARS: Covered Hopper Cars with gravity discharge gates and trough hatches

CAR NUMBERS:

FURX 814200	FURX 815500	FURX 818538
FURX 814201	FURX 815502	FURX 818543
FURX 814202	FURX 815506	FURX 818548
FURX 814203	FURX 815507	FURX 818549
FURX 814204	FURX 815508	FURX 818552
FURX 814208	FURX 815510	FURX 818556
FURX 814210	FURX 815511	FURX 818558
FURX 814211	FURX 815512	FURX 818561
FURX 814212	FURX 815513	FURX 818564
FURX 814213	FURX 815514	FURX 818567
FURX 814214	FURX 815515	FURX 818568
FURX 814218	FURX 815517	FURX 818578
FURX 814219	FURX 815518	FURX 818586
FURX 814221	FURX 815519	FURX 818588
FURX 814222	FURX 818501	FURX 818589
FURX 815211	FURX 818515	FURX 829825
FURX 815235	FURX 818529	FURX 830202
FURX 815246	FURX 818530	FURX 830203
FURX 815293	FURX 818533	Count: 56