

**WELLS
FARGO**

Wells Fargo Rail
9377 W. Higgins Rd.
Suite 600
Rosemont, IL 60018

wellsfargo.com

RECORDATION NO. 22270-A FILED
July 20, 2016 1:22 PM
SURFACE TRANSPORTATION BOARD

July 20, 2016

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) please find one (1) originally executed Memorandum of Lease Termination dated July 19, 2016, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memorandum of Lease dated April 19, 1999, evidencing such Equipment duly filed with the Surface Transportation Board on July 23, 1999 under primary recordation number 22270.

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

Lessor: Wells Fargo Rail Corporation
f/k/a First Union Rail Corporation
9377 W. Higgins Rd, Suite 600
Rosemont, IL 60018

Lessee: Rio Grande Portland Cement
5253 Montgomery Blvd. NE
Suite 210
Albuquerque, NM 87109

The enclosed document is for fifty (50) covered hopper cars under Rider No. 2 (see Exhibit A for car 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 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

(RGPC005)

Together we'll go far



MEMORANDUM OF LEASE TERMINATION

THIS MEMORANDUM OF LEASE TERMINATION (the "Memorandum") dated as July 19, 2016 is made by Wells Fargo Rail Corporation, f/k/a First Union Rail Corporation (the "Lessor"), a North Carolina corporation, and pertains to that certain Lease Agreement dated as of October 1, 1997 (collectively, the "Lease"), between Lessor and Rio Grande Portland Cement Corporation (the "Lessee"), a New Mexico 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 Memorandum of Lease, evidencing the above-described Lease of such Equipment, which was filed at the Surface Transportation Board on July 23, 1997 at 10:00 a.m. with primary recordation number 22270 (Rider No. 2).

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

IN WITNESS WHEREOF, Wells Fargo 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 or she holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation).

LESSOR:

WELLS FARGO RAIL CORPORATION

Name: Rick Grossman

Title: *CHIEF MECHANICAL OFFICER*

Signature: *Rick Grossman*

**EXHIBIT A
TO
MEMORANDUM OF LEASE TERMINATION**

RIDER NO. 2

NUMBER OF CARS: Fifty (50)

DESCRIPTION OF CARS: 2,980 cu. ft. Covered Hopper Cars

CAR NUMBERS: NDYX298260 – NDYX 298309