

RECORDATION NO. 23997-E
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SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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December 15, 2014

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 Termination of Trust Indenture and Security Agreement, Trust Indenture Supplement No. 1, dated as of December 15, 2014, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 23997.

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

Owner Trustee: U.S. Bank National Association
(successor in interest to State Street
Bank and Trust Company of
Connecticut. N.A.)
Goodwin Square
225 Asylum Street, 23rd Floor
Hartford, CT 06103

Indenture Trustee: Wilmington Trust Company
Rodney Square North
Wilmington Delaware 19890-0001

Section Chief
December 15, 2014
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A description of the equipment covered by the enclosed document is:

All railcars subject to the Trust Indenture and Security Agreement filed under Recordation Number 23997-B and the Trust Agreement and Indenture Supplement No. 1 filed under Recordation Number 23997-C are RELEASED, including but not limited to 532 railcars within the series DEEX 4797 – DEEX 8999 and DEEX 25170 – 25998 as more particularly set forth on the attachment to the document.

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

Memorandum of Termination of Trust Indenture and Security Agreement, Trust Indenture Supplement No. 1.

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,


for

Edward M. Luria

EML/cem
Enclosures

**MEMORANDUM OF TERMINATION OF TRUST INDENTURE AND SECURITY
AGREEMENT, TRUST INDENTURE SUPPLEMENT NO. 1**

DEC TRUST NO. 2002-A

to be filed with Surface Transportation Board

THIS MEMORANDUM OF TERMINATION OF TRUST INDENTURE AND SECURITY AGREEMENT, TRUST INDENTURE SUPPLEMENT NO. 1, dated as of December 15, 2014 (“Memorandum”) is among WILMINGTON TRUST COMPANY, not individually but solely as Indenture Trustee (“Indenture Trustee”), U.S. BANK NATIONAL ASSOCIATION (successor in interest to State Street Bank and Trust Company of Connecticut, N.A.), a national banking association, not in its individual capacity but solely as Owner Trustee (the “Owner Trustee” and “Lessor”).

The parties to this Memorandum hereby acknowledge and confirm the following:

- A. Owner Trustee has requested that Indenture Trustee release its security interest in all of its right, title and interest in those certain railcars identified on Schedule 1 attached hereto (the “Equipment”), under that certain Trust Indenture and Security Agreement (a Memorandum of Trust Indenture and Security Agreement was filed with the Surface Transportation Board (the “STB”) on June 14, 2002 at recordation number 23997-B) and that certain Trust Indenture Supplement No. 1 (a Memorandum of Indenture Supplement No. 1 was filed with the STB on June 14, 2002 at recordation number 23997-C), each dated June 14, 2002, between Indenture Trustee and Owner Trustee, and Indenture Trustee has granted Owner Trustee its release in the Equipment as of the date hereof.
- B. In addition, Owner Trustee has requested that Indenture Trustee release its security interest in connection with (i) that Lease of Railroad Equipment Agreement (the “Equipment Lease”) (a Memorandum of Lease Agreement was filed with the STB on June 14, 2002 at recordation number 23997) dated as of June 14, 2002, between the Lessor and the Lessee and (ii) the Lease Supplement No. 1 (a Memorandum of Lease Supplement No. 1 was filed with the STB on June 14, 2002 at recordation number 23997-A), dated as of June 14, 2002 (the “Lease Supplement”, and together with the Equipment Lease, the “Lease”) between the Lessor and the Lessee, and Indenture Trustee has granted Owner Trustee its release in the Lease as of the date hereof.
- C. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.
- D. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

E. This Memorandum letter has been executed by Wilmington Trust Company not in its individual capacity but solely in its capacity as Indenture Trustee and in no event shall Wilmington Trust Company in its individual capacity or as Indenture Trustee have any liability for the representations, warranties, covenants, agreements or other obligations of any other Person hereunder or under any other documents delivered in connection herewith.

[The remainder of this page has been intentionally left blank.]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

WILMINGTON TRUST COMPANY,
a Delaware trust company, not individually
but solely as Indenture Trustee

By: *Melinda*
Name: Melinda Morales Romay
Title: Financial Services Officer

STATE OF DELAWARE)
) ss:
COUNTY OF NEW CASTLE)

The foregoing MEMORANDUM OF TERMINATION OF TRUST INDENTURE AND SECURITY AGREEMENT, TRUST INDENTURE SUPPLEMENT NO. 1, LEASE AGREEMENT AND LEASE SUPPLEMENT NO. 1 was acknowledged before me, the undersigned Notary Public, in the County of New Castle this 9th day of December, 2014 by Melinda Morales Romay as Financial Services Officer of WILMINGTON TRUST COMPANY, a Delaware trust company, not individually but solely as Indenture Trustee.

Ramona L. Ringgold
Notary Public

My commission expires: _____
[Notarial Seal]



RAMONA L. RINGGOLD
NOTARY PUBLIC
STATE OF DELAWARE
My Commission Expires 09-16-2015

Memorandum of Termination

SCHEDULE 1

The Equipment is all of the units of Equipment subject to that certain Trust Indenture and Security Agreement (DEC Trust No. 2002 A) (a Memorandum of Trust Indenture and Security Agreement was filed with the Surface Transportation Board (the "STB") on June 14, 2002 at recordation number 23997-B) and that certain Trust Agreement and Indenture Supplement No. 1 (DEC Trust No. 2002 A) (a Memorandum of Indenture Supplement No. 1 was filed with the STB on June 14, 2002 at recordation number 23997-C), each dated June 14, 2002, between Indenture Trustee and Owner Trustee, which includes in addition to other Equipment, five hundred and thirty-two (532) Aluminum J301 Coal Gondola Railcars, with a capacity of 4,320 c.f., 286,000 lbs. GRL, manufactured by Thrall Manufacturing Company - bearing reporting marks **DEEX** and the following numbers:

1	DEEX	4797	41	DEEX	5201	81	DEEX	5249	121	DEEX	5299
2	DEEX	4871	42	DEEX	5202	82	DEEX	5250	122	DEEX	5301
3	DEEX	4877	43	DEEX	5203	83	DEEX	5251	123	DEEX	5302
4	DEEX	4894	44	DEEX	5204	84	DEEX	5252	124	DEEX	5304
5	DEEX	4892	45	DEEX	5205	85	DEEX	5253	125	DEEX	25305
6	DEEX	4921	46	DEEX	5206	86	DEEX	5254	126	DEEX	5306
7	DEEX	4931	47	DEEX	5207	87	DEEX	5255	127	DEEX	5307
8	DEEX	4957	48	DEEX	5208	88	DEEX	5257	128	DEEX	5308
9	DEEX	4965	49	DEEX	5209	89	DEEX	5259	129	DEEX	5309
10	DEEX	4977	50	DEEX	5211	90	DEEX	5261	130	DEEX	5310
11	DEEX	4981	51	DEEX	5212	91	DEEX	5262	131	DEEX	5311
12	DEEX	4982	52	DEEX	5213	92	DEEX	5264	132	DEEX	5312
13	DEEX	4983	53	DEEX	5214	93	DEEX	5265	133	DEEX	5313
14	DEEX	4987	54	DEEX	5215	94	DEEX	5266	134	DEEX	5314
15	DEEX	4989	55	DEEX	5216	95	DEEX	5267	135	DEEX	5315
16	DEEX	4990	56	DEEX	5217	96	DEEX	5268	136	DEEX	5317
17	DEEX	4991	57	DEEX	5218	97	DEEX	5269	137	DEEX	5318
18	DEEX	4992	58	DEEX	5220	98	DEEX	25270	138	DEEX	5319
19	DEEX	4993	59	DEEX	5221	99	DEEX	5271	139	DEEX	5320
20	DEEX	4995	60	DEEX	5222	100	DEEX	5272	140	DEEX	5321
21	DEEX	4997	61	DEEX	5223	101	DEEX	5273	141	DEEX	25322
22	DEEX	4999	62	DEEX	5224	102	DEEX	5275	142	DEEX	5323
23	DEEX	5160	63	DEEX	5225	103	DEEX	5276	143	DEEX	5324
24	DEEX	5164	64	DEEX	25226	104	DEEX	5277	144	DEEX	5325
25	DEEX	25170	65	DEEX	5228	105	DEEX	5278	145	DEEX	5326
26	DEEX	5171	66	DEEX	5229	106	DEEX	5279	146	DEEX	5327
27	DEEX	5175	67	DEEX	5231	107	DEEX	5280	147	DEEX	5328
28	DEEX	5180	68	DEEX	5232	108	DEEX	5282	148	DEEX	5329
29	DEEX	5183	69	DEEX	5233	109	DEEX	5283	149	DEEX	5330
30	DEEX	5185	70	DEEX	5235	110	DEEX	5284	150	DEEX	5331
31	DEEX	5186	71	DEEX	5236	111	DEEX	5285	151	DEEX	5332
32	DEEX	5187	72	DEEX	5237	112	DEEX	5286	152	DEEX	5333
33	DEEX	5189	73	DEEX	5238	113	DEEX	5287	153	DEEX	5334
34	DEEX	5190	74	DEEX	5240	114	DEEX	5289	154	DEEX	5335
35	DEEX	5193	75	DEEX	5242	115	DEEX	5291	155	DEEX	5336
36	DEEX	5194	76	DEEX	5243	116	DEEX	5292	156	DEEX	5338

37	DEEX	5197	77	DEEX	5244	117	DEEX	5293	157	DEEX	5339
38	DEEX	5198	78	DEEX	5245	118	DEEX	5294	158	DEEX	25340
39	DEEX	5199	79	DEEX	5246	119	DEEX	5295	159	DEEX	5341
40	DEEX	5200	80	DEEX	5248	120	DEEX	5297	160	DEEX	5342

161	DEEX	5343	201	DEEX	5386	241	DEEX	5437	281	DEEX	5484
162	DEEX	5344	202	DEEX	5387	242	DEEX	5438	282	DEEX	5485
163	DEEX	5345	203	DEEX	5389	243	DEEX	5439	283	DEEX	5486
164	DEEX	5346	204	DEEX	5390	244	DEEX	5440	284	DEEX	5487
165	DEEX	5347	205	DEEX	5392	245	DEEX	5441	285	DEEX	5488
166	DEEX	5348	206	DEEX	5393	246	DEEX	5442	286	DEEX	5489
167	DEEX	5349	207	DEEX	5394	247	DEEX	5443	287	DEEX	5491
168	DEEX	5350	208	DEEX	5395	248	DEEX	5444	288	DEEX	5493
169	DEEX	5351	209	DEEX	5396	249	DEEX	5445	289	DEEX	5494
170	DEEX	5352	210	DEEX	5397	250	DEEX	5446	290	DEEX	5495
171	DEEX	5354	211	DEEX	5398	251	DEEX	5447	291	DEEX	5496
172	DEEX	5355	212	DEEX	5400	252	DEEX	5449	292	DEEX	5497
173	DEEX	5356	213	DEEX	5402	253	DEEX	5450	293	DEEX	25498
174	DEEX	5357	214	DEEX	5403	254	DEEX	5451	294	DEEX	25499
175	DEEX	5358	215	DEEX	5404	255	DEEX	5452	295	DEEX	5500
176	DEEX	5359	216	DEEX	25405	256	DEEX	5453	296	DEEX	5801
177	DEEX	5360	217	DEEX	5406	257	DEEX	5454	297	DEEX	5802
178	DEEX	5361	218	DEEX	5407	258	DEEX	5455	298	DEEX	5803
179	DEEX	25362	219	DEEX	5410	259	DEEX	5456	299	DEEX	5804
180	DEEX	5363	220	DEEX	5411	260	DEEX	5457	300	DEEX	25805
181	DEEX	5364	221	DEEX	5412	261	DEEX	5458	301	DEEX	5806
182	DEEX	5365	222	DEEX	5413	262	DEEX	5459	302	DEEX	5807
183	DEEX	5366	223	DEEX	5416	263	DEEX	5460	303	DEEX	5808
184	DEEX	5367	224	DEEX	25417	264	DEEX	5463	304	DEEX	5809
185	DEEX	5368	225	DEEX	5418	265	DEEX	5464	305	DEEX	5810
186	DEEX	5369	226	DEEX	25419	266	DEEX	5465	306	DEEX	5811
187	DEEX	5370	227	DEEX	5420	267	DEEX	5466	307	DEEX	5812
188	DEEX	5372	228	DEEX	5421	268	DEEX	5467	308	DEEX	5813
189	DEEX	5373	229	DEEX	5422	269	DEEX	5469	309	DEEX	5815
190	DEEX	5374	230	DEEX	5424	270	DEEX	5471	310	DEEX	5816
191	DEEX	5375	231	DEEX	5425	271	DEEX	5472	311	DEEX	5817
192	DEEX	25376	232	DEEX	5426	272	DEEX	5473	312	DEEX	5818
193	DEEX	5377	233	DEEX	5427	273	DEEX	5474	313	DEEX	5819
194	DEEX	5378	234	DEEX	5428	274	DEEX	5476	314	DEEX	5820
195	DEEX	5379	235	DEEX	5429	275	DEEX	5477	315	DEEX	5821
196	DEEX	5380	236	DEEX	25431	276	DEEX	5478	316	DEEX	5822
197	DEEX	5381	237	DEEX	5432	277	DEEX	5480	317	DEEX	5823
198	DEEX	5382	238	DEEX	5433	278	DEEX	5481	318	DEEX	5824
199	DEEX	5384	239	DEEX	25434	279	DEEX	5482	319	DEEX	5825
200	DEEX	5385	240	DEEX	5436	280	DEEX	5483	320	DEEX	5826

321	DEEX	5827	361	DEEX	5872	401	DEEX	5922	441	DEEX	5969
322	DEEX	5828	362	DEEX	5874	402	DEEX	5923	442	DEEX	25970
323	DEEX	5829	363	DEEX	5875	403	DEEX	5924	443	DEEX	5971
324	DEEX	5830	364	DEEX	5876	404	DEEX	5926	444	DEEX	5972
325	DEEX	25832	365	DEEX	5877	405	DEEX	5927	445	DEEX	5973
326	DEEX	5833	366	DEEX	5878	406	DEEX	5928	446	DEEX	5974
327	DEEX	5834	367	DEEX	5879	407	DEEX	5929	447	DEEX	5975
328	DEEX	5835	368	DEEX	5880	408	DEEX	5932	448	DEEX	5976
329	DEEX	5836	369	DEEX	5881	409	DEEX	5933	449	DEEX	5977
330	DEEX	5837	370	DEEX	5882	410	DEEX	5934	450	DEEX	5978
331	DEEX	5839	371	DEEX	5883	411	DEEX	5935	451	DEEX	5980
332	DEEX	5840	372	DEEX	5884	412	DEEX	5936	452	DEEX	5981
333	DEEX	5842	373	DEEX	5885	413	DEEX	5937	453	DEEX	5982
334	DEEX	5843	374	DEEX	25886	414	DEEX	5938	454	DEEX	5983
335	DEEX	5844	375	DEEX	5887	415	DEEX	5939	455	DEEX	25984
336	DEEX	5845	376	DEEX	5890	416	DEEX	5940	456	DEEX	5986
337	DEEX	5846	377	DEEX	5891	417	DEEX	5941	457	DEEX	5988
338	DEEX	5847	378	DEEX	5892	418	DEEX	5942	458	DEEX	5989
339	DEEX	5848	379	DEEX	5893	419	DEEX	5944	459	DEEX	5990
340	DEEX	5849	380	DEEX	5894	420	DEEX	5945	460	DEEX	25991
341	DEEX	5850	381	DEEX	5896	421	DEEX	5946	461	DEEX	5992
342	DEEX	5851	382	DEEX	5897	422	DEEX	5947	462	DEEX	5993
343	DEEX	5852	383	DEEX	5898	423	DEEX	5948	463	DEEX	5994
344	DEEX	5853	384	DEEX	5899	424	DEEX	5949	464	DEEX	5996
345	DEEX	5854	385	DEEX	5902	425	DEEX	25950	465	DEEX	5997
346	DEEX	5855	386	DEEX	5903	426	DEEX	5951	466	DEEX	25998
347	DEEX	5856	387	DEEX	5904	427	DEEX	5952	467	DEEX	5999
348	DEEX	25857	388	DEEX	5905	428	DEEX	5953	468	DEEX	6000
349	DEEX	5858	389	DEEX	5906	429	DEEX	5956	469	DEEX	8925
350	DEEX	5859	390	DEEX	5908	430	DEEX	5957	470	DEEX	8926
351	DEEX	25860	391	DEEX	5909	431	DEEX	5958	471	DEEX	8927
352	DEEX	5861	392	DEEX	25910	432	DEEX	25959	472	DEEX	8928
353	DEEX	5862	393	DEEX	5911	433	DEEX	5960	473	DEEX	8929
354	DEEX	5864	394	DEEX	5912	434	DEEX	25961	474	DEEX	8930
355	DEEX	5865	395	DEEX	5913	435	DEEX	5962	475	DEEX	8931
356	DEEX	5866	396	DEEX	5914	436	DEEX	5963	476	DEEX	8932
357	DEEX	25867	397	DEEX	5915	437	DEEX	5964	477	DEEX	8933
358	DEEX	5869	398	DEEX	5917	438	DEEX	5965	478	DEEX	8935
359	DEEX	5870	399	DEEX	5918	439	DEEX	5967	479	DEEX	8936
360	DEEX	5871	400	DEEX	5919	440	DEEX	5968	480	DEEX	8937

481	DEEX	8938	526	DEEX	8991
482	DEEX	8941	527	DEEX	8992
483	DEEX	8942	528	DEEX	8993
484	DEEX	8943	529	DEEX	8994
485	DEEX	8944	530	DEEX	8996
486	DEEX	8945	531	DEEX	8999
487	DEEX	8946	532	DEEX	4986
488	DEEX	8947			
489	DEEX	8948			
490	DEEX	8949			
491	DEEX	8950			
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521	DEEX	8984			
522	DEEX	8985			
523	DEEX	8986			
524	DEEX	8987			
525	DEEX	8990			

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: 12/15/2014

Edward M Luria
Edward M. Luria