

RECORDATION NO. 23856-A FILED

APR 10 '07

3-48 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

VIA UPS 2nd DAY AIR

April 6, 2007

Mr. Vernon Williams
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20024
Attn: Recordation of Railroad Equipment

Re: Memorandum of Full Termination of Lease

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of a Memorandum of Full Termination of Lease dated April 6, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memorandum of Lease Agreement which was duly filed on February 7, 2002 at 10:01 a.m. with the Surface Transportation Board under Recordation Number 23856. The names and addresses of the parties to the enclosed document are:

<u>Terminating</u>	First Union Rail Corporation	<u>Lessee:</u>	PCS Nitrogen Fertilizer L.P.
<u>Party/Lessor:</u>	6250 River Road, Suite 5000		1101 Skokie Blvd., Suite 400
	Rosemont, IL 60018		Northbrook, IL 60062

The enclosed document is for two (2) locomotives, with locomotive numbers PCSN 00011 and PCSN 00013, 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 Full Termination of Lease

Also enclosed is a check in the amount of \$34.00 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.

Very truly yours,

Marcia Dunne
Rail Documentation Specialist

Enclosures

(PCSN001)

**MEMORANDUM OF FULL TERMINATION OF LEASE
AND TERMINATION OF MEMORANDUM OF LEASE**

This MEMORANDUM OF FULL TERMINATION OF LEASE AND TERMINATION OF MEMORANDUM OF LEASE (the "Memorandum") is made by FIRST UNION RAIL CORPORATION on the date hereunder indicated and pertains to that certain Memorandum of Lease dated December 3, 2001, recorded with the Surface Transportation Board on February 7, 2002 at 10:01 a.m., under Recordation File No. 23856, relating to the lease described below:

WITNESSETH:

That certain Lease Agreement and Rider No. 1 dated as of July 24, 2000 (the "Lease") between First Union Rail Corporation, a North Carolina corporation, (the "Lessor") whose mailing address is One O'Hare Centre, 6250 River Road, Suite 5000, Rosemont, Illinois, 60018, and PCS Nitrogen Fertilizer L.P., (the "Lessee"), whose mailing address is 1101 Skokie Boulevard, Northbrook, IL 60062.

WHEREAS, the above-described Lease has ended, has not been extended and said Lease has been terminated in full and all equipment covered by the aforesaid Lease is no longer subject to the Lease; and,

NOW, THEREFORE, the Lessor desiring to clarify the public record state as follows:

1. This Memorandum serves as notice that the Lease between Lessor and Lessee relating to the equipment has been terminated in all respects.
2. All of the interest, duties and obligations of the parties to Lease have been satisfied and discharged.
3. Lessor does hereby fully terminate the aforesaid Lease and files and records this Full Termination of Lease so as to release the lien with respect to the equipment.

IN WITNESS WHEREOF, First Union Rail Corporation, as Lessor, has duly executed this Full Termination of Lease to be duly executed by its duly authorized representatives as of this 6th day of April, 2007.

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FIRST UNION RAIL CORPORATION

ATTEST:

Susan Crockulsky

[CORPORATE SEAL]

By: Richard F. Seymour
Name: RICHARD F. SEYMOUR
Title: Vice President Sales & Marketing

STATE OF ILLINOIS

COUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Full Termination of Lease.

WITNESS my hand and official stamp or seal, this 6th day of April, 2007.

[Signature]
Notary Public

[NOTARIAL SEAL]

My Commission Expires:

5-2008
(Notary Public)



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AND TERMINATION OF MEMORANDUM OF LEASE**

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[Remainder of Page Left Intentionally Blank]

FIRST UNION RAIL CORPORATION

ATTEST:

Susan Grotkulsky
[CORPORATE SEAL]

By: Richard F. Seymour
Name: RICHARD F. SEYMOUR
Title: Vice President Sales & Marketing

STATE OF ILLINOIS
COUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Full Termination of Lease.

WITNESS my hand and official stamp or seal, this 16th day of April, 2007.

[NOTARIAL SEAL]

Georgia Freiburger
Notary Public

My Commission Expires:
5-2008
(Notary Public)

