

MAR 07 '12 -9 38 AM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'hare Centre
6250 River Rd, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
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www.firstunionrail.com

VIA UPS 2nd DAY AIR

March 2, 2012

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20024

Re: Memorandum of Lease Termination

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of a Memorandum of Lease Termination dated March 1, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memoranda of Lease duly filed on September 26, 2008 and July 21, 2010 with the Surface Transportation Board under Recordation Numbers 27656 and 27656-A 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 Road, Suite 5000
Rosemont, IL 60018

Lessee: Vulcan Materials Company
1200 Urban Center Drive
Birmingham, AL 35242

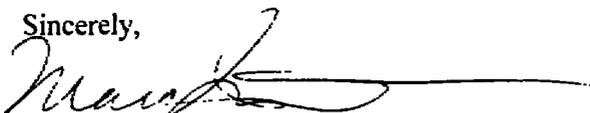
The enclosed document is for ninety-nine (99) hopper cars with FURX marks, (see Exhibit A for car numbers) which have been terminated in all respects and are no longer covered under the Lease.

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

Also enclosed is a check in the amount of \$41.00 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 Rail Documentation Specialist

Enclosures

(VU1 C004.006)

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MEMORANDUM OF LEASE TERMINATION

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE TERMINATION (the "Memorandum") dated as of March 1, 2012 is made by First Union Rail Corporation (the "Lessor"), a North Carolina corporation, and pertains to that certain Lease Agreement dated as of September 2, 2008, Rider No. 1 dated March 1, 2008 and Rider No. 3 dated June 11, 2010 (collectively, the "Lease"), between Lessor and Vulcan Materials Company (the "Lessee"), a New Jersey 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 were filed at the Surface Transportation Board on September 26, 2008 at 2:28 p.m. with recordation number 27656 and July 21, 2010 at 3:30 p.m. with recordation number 27656-A.

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

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written (and each of 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:

FIRST UNION RAIL CORPORATION

Name: Richard F. Seymour

Title: Vice President Sales & Marketing

Signature: Richard F. Seymour

**EXHIBIT A
TO
MEMORANDUM OF LEASE TERMINATION**

NUMBER OF CARS: Ninety-nine (99)

DESCRIPTION OF CARS: 2300 cubic foot Open Top Hopper Cars

CAR NUMBERS:

FURX 910000	FURX 910003	FURX 910007
FURX 910010	FURX 910011	FURX 910012
FURX 910013	FURX 910017	FURX 910020
FURX 910025	FURX 911002	FURX 911003
FURX 911004	FURX 911005	FURX 911006
FURX 911008	FURX 911009	FURX 911011
FURX 911013	FURX 911017	FURX 911018
FURX 911019	FURX 911020	FURX 911024
FURX 911025	FURX 911027	FURX 911028
FURX 911030	FURX 911031	FURX 911033
FURX 911034	FURX 911036	FURX 911038
FURX 911039	FURX 911043	FURX 911046
FURX 911047	FURX 911049	FURX 911050
FURX 911051	FURX 911052	FURX 911053
FURX 911054	FURX 911055	FURX 911059
FURX 911060	FURX 911061	FURX 911062
FURX 911063	FURX 911064	FURX 911065
FURX 911068	FURX 911070	FURX 911071
FURX 911072	FURX 911073	FURX 911074
FURX 911077	FURX 911078	FURX 911083
FURX 911084	FURX 911085	FURX 911088
FURX 911089	FURX 911090	FURX 911091
FURX 911094	FURX 911095	FURX 911097
FURX 911098	FURX 911099	FURX 911102
FURX 911105	FURX 911106	FURX 911111
FURX 911114	FURX 911115	FURX 911116
FURX 911120	FURX 911121	FURX 911126
FURX 911127	FURX 911131	FURX 911134
FURX 911137	FURX 911138	FURX 911141
FURX 911149	FURX 911150	FURX 911154
FURX 911157	FURX 911158	FURX 911163
FURX 911168	FURX 911169	FURX 911174
FURX 911178	FURX 911183	FURX 911184