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SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

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

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

VIA UPS NEXT 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 January 23, 2001, March 22, 2001 and March 20, 2007 with the Surface Transportation Board under Recordation Numbers 23349 through 23349A, B, C and D 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: Florida Rock Industries, Inc.
155 East 21st Street
Jacksonville, FL 32201

The enclosed document is for ninety-four (94) hopper cars with FURX marks and fifty (50) gondola cars marked NDYX, (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
(FLRK008-011, FLRK018)

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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 February 1, 1997, Rider No. 4 dated October 14, 1999, Rider No. 5 dated September 28, 2000, Rider No. 6 also dated September 28, 2000, Rider No. 7 dated January 3, 2001 and Rider No. 14 dated January 17, 2007 (collectively, the "Lease"), between Lessor and Florida Rock Industries, Inc. (the "Lessee"), a Florida 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 January 23, 2001 at 10:45 a.m. with recordation number 23349, March 22, 2001 at 9:49 a.m., 9:53 a.m. and 10:06 a.m. having recordation numbers 23349-A, 23349-B and 23349-C, and March 20, 2007 at 11:13 a.m. with recordation number 23349-D.

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**

RIDER NO. 4

NUMBER OF CARS: Ten (10)

DESCRIPTION OF CARS: 2300 cubic foot capacity, open top hopper cars

CAR NUMBERS:	FURX 911121	FURX 911126	FURX 911127
	FURX 911131	FURX 911134	FURX 911149
	FURX 911154	FURX 911156	FURX 911169
	FURX 911178		

RIDER NO. 5

NUMBER OF CARS: Twenty-two (22)

DESCRIPTION OF CARS: 2300 cubic foot capacity, open top hopper cars

CAR NUMBERS:	FURX 911002	FURX 911009	FURX 911013
	FURX 911020	FURX 911027	FURX 911034
	FURX 911046	FURX 911052	FURX 911054
	FURX 911061	FURX 911064	FURX 911065
	FURX 911068	FURX 911074	FURX 911083
	FURX 911085	FURX 911090	FURX 911095
	FURX 911198	FURX 911120	FURX 911137
	FURX 911168		

RIDER NO. 6

NUMBER OF CARS: Twelve (12)

DESCRIPTION OF CARS: 2300 cubic foot capacity, open top hopper cars

CAR NUMBERS:	FURX 911005	FURX 911010	FURX 911023
	FURX 911037	FURX 911050	FURX 911056
	FURX 911063	FURX 911072	FURX 911151
	FURX 911158	FURX 911163	FURX 911184

**EXHIBIT A
TO
MEMORANDUM OF LEASE TERMINATION**

RIDER NO. 7

NUMBER OF CARS: Fifty (50)

DESCRIPTION OF CARS: 2300 cfc, open top hoppers with automatic discharge

CAR NUMBERS:

FURX	911003	FURX	911062
FURX	911004	FURX	911070
FURX	911006	FURX	911071
FURX	911008	FURX	911073
FURX	911011	FURX	911077
FURX	911017	FURX	911078
FURX	911018	FURX	911084
FURX	911019	FURX	911088
FURX	911024	FURX	911089
FURX	911025	FURX	911091
FURX	911028	FURX	911094
FURX	911030	FURX	911097
FURX	911031	FURX	911099
FURX	911033	FURX	911105
FURX	911036	FURX	911106
FURX	911038	FURX	911111
FURX	911039	FURX	911114
FURX	911043	FURX	911115
FURX	911047	FURX	911116
FURX	911049	FURX	911138
FURX	911051	FURX	911141
FURX	911053	FURX	911150
FURX	911055	FURX	911157
FURX	911059	FURX	911174
FURX	911060	FURX	911183

**EXHIBIT A
TO
MEMORANDUM OF LEASE TERMINATION**

RIDER NO. 14

NUMBER OF CARS: Fifty (50)

DESCRIPTION OF CARS: 52' 6", 2494 cu. ft. capacity gondola cars, with 5' sides, 268 GRL

CAR NUMBERS:

NDYX 315051	NDYX 315505
NDYX 315054	NDYX 315508
NDYX 315056	NDYX 315511
NDYX 315073	NDYX 315512
NDYX 315085	NDYX 315515
NDYX 315088	NDYX 315516
NDYX 315094	NDYX 315518
NDYX 315096	NDYX 315531
NDYX 315098	NDYX 315544
NDYX 315239	NDYX 315551
NDYX 315243	NDYX 315559
NDYX 315246	NDYX 315562
NDYX 315249	NDYX 315564
NDYX 315460	NDYX 315569
NDYX 315461	NDYX 315572
NDYX 315465	NDYX 315574
NDYX 315467	NDYX 315575
NDYX 315468	NDYX 315577
NDYX 315474	NDYX 315578
NDYX 315481	NDYX 315587
NDYX 315482	NDYX 315589
NDYX 315487	NDYX 315593
NDYX 315496	NDYX 315594
NDYX 315497	NDYX 315596
NDYX 315504	NDYX 315600