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SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

Via FedEx Standard Overnight

March 11, 2013

Tel 847.318.7575

Fax 847.318.7588

www.firstunionrail.com

Chief, Section of Administration

Office of Proceedings

Surface Transportation Board

395 E St, S.W., Suite 100

Washington, DC 20423-0001

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 February 27, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board on May 21, 2012 at 10:12 a.m. under recordation numbers 30228, 30228-A and 30228-B.

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

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Balfour Beatty Rail, Inc.
999 Peachtree Street, NE
Suite 200
Atlanta, GA 30309

A description of the railroad equipment covered by the enclosed document is for five (5) hopper cars having FURX marks; two (2) gondola cars with NOKL marks and one (1) flat car marked NDYX 724530 (see Exhibit A for complete list of car numbers).

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 \$42.00 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 Documentation Specialist

Enclosures

(BALB001-003)

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MEMORANDUM OF LEASE TERMINATION

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE TERMINATION (the "Memorandum") dated as of February 27, 2013 is made by First Union Rail Corporation (the "Lessor"), a North Carolina corporation, and pertains to that certain Lease Agreement dated as of April 19, 2012 (the "Lease"), between Lessor and Balfour Beatty Rail, Inc. (the "Lessee"), a Wisconsin 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 Memoranda of Lease, evidencing the above-described Lease of such Equipment, which was filed at the Surface Transportation Board on May 21, 2012 with recordation numbers 30228, 30228-A and 30228-B.

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 Memoranda of Lease filed with the Surface Transportation Board has been terminated in all respects.
2. All of the interests of the Lessee, its successors and assigns, in the Equipment listed on Exhibit A arising pursuant to the Lease have 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, the party hereto has caused this Memorandum to be duly executed by their respective officers 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:

FIRST UNION RAIL CORPORATION

Name: Rick Grossman

Title: Vice President - Equipment

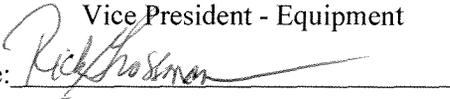
Signature: 

EXHIBIT A
TO
MEMORANDUM OF LEASE TERMINATION

RIDER NO. 1

NUMBER OF CARS: Five (5)
DESCRIPTION OF CARS: Hopper Cars
CAR NUMBERS: FURX 911003
FURX 911008
FURX 911024
FURX 911043
FURX 911102

RIDER NO. 2

NUMBER OF CARS: Two (2)
DESCRIPTION OF CARS: Gondola Cars
CAR NUMBERS: NOKL 323129
NOKL 323134

RIDER NO. 3

NUMBER OF CARS: One (1)
DESCRIPTION OF CARS: Flat Cars
CAR NUMBERS: NDYX 724530