[redacted]

RECORDATION NO. 30123-B FILED

AUG 02 '13 -2 51 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

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

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

VIA FEDERAL EXPRESS

August 1, 2013

Chief Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: <u>Memorandum of Partial Lease Termination</u>

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Partial Lease Termination dated July 18, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memorandum of Lease evidencing such lease Equipment which was duly filed with the Surface Transportation Board on March 14, 2012 at 2:23 p.m. under primary recordation number 30123.

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:	National Railway Equipment Co. 908 Shawnee Street Mt. Vernon, IL 62864

The enclosed document is for two (2) locomotives having FURX marks, (see Exhibit A for unit 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 Partial 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

(NREC002A)

RECORDATION NO. 30123-B FILED

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SURFACE TRANSPORTATION BOARD

ASSGN. NO. NREC002

NOTICE OF PARTIAL TERMINATION OF LEASE
(Surface Transportation Board)

THIS NOTICE OF PARTIAL TERMINATION OF LEASE is made as of this 18th day of July, 2013, by and between FIRST UNION RAIL COROPORATION, a North Carolina corporation (the "Lessor"), and NATIONAL RAILWAY EQUIPMENT CO., an Illinois corporation (the "Lessee").

WITNESSETH:

WHEREAS, Lessor and Lessee entered into that certain Equipment Lease Agreement and Lease Supplement No. 1 dated February 1, 2012 (together, the "Lease"), evidenced by a Memorandum of Lease dated February 1, 2012 (the "Memorandum") which was recorded with the Surface Transportation Board on March 14, 2012 at 2:23 p.m. under Recordation No. 30123.

WHEREAS, certain rail equipment subject to the Lease has been purchased by the Lessee.

NOW THEREFORE, the Lessor and Lessee, for good and valuable consideration, desire to clarify the public record as follows:

1. The rail equipment identified on the attached Exhibit A is no longer subject to the Lease.

2. Lessor and Lessee agree to record this Notice of Partial Termination of Lease so as to release the identified rail equipment with respect to the Lease.

IN WITNESS WHEREOF, the parties hereto have each caused this NOTICE OF PARTIAL TERMINATION OF LEASE to be duly executed by their duly authorized representatives duly authorized as of the date and year first above written.

[The remainder of this page intentionally left blank.]

LESSOR:

FIRST UNION RAIL CORPORATION

By: Rick Grossman

Name: RICK GROSSMAN

Title: VICE PRESIDENT - EQUIPMENT

Executed on this 19th day of July, 2013

ATTEST:

By: Susan Grokulsky

Name: SUSAN GROKULSKY

Title: ASSISTANT DIRECTOR OF DOCUMENTATION

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, K.A. DOMBROWSKI, a Notary aforesaid, certify that RICK GROSSMAN personally appeared before me this day and acknowledged his/her due execution of the foregoing Notice of Partial Termination of Lease.

WITNESS my hand and official stamp or seal, this 19th day of July, 2013.

K.A. Dombrowski

Notary Public

My Commission Expires:

10-7-13

(Notary Public)

OFFICIAL SEAL
K. A. DOMBROWSKI
Notary Public - State of Illinois
My Commission Expires Oct 07, 2013

LESSEE:

NATIONAL RAILWAY EQUIPMENT CO.

By: [signature]

Name: ROBERT P. Riley

Title: CFO

Executed on this 18th day of July, 2013.

ATTEST:

By: Jaymi Brooks

Name: Jaymi Brooks

Title: Administrative Asst.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF JEFFERSON

I, Becky J. Burton, a Notary aforesaid, certify that Robert P Riley personally appeared before me this day and acknowledged his/her due execution of the foregoing Notice of Partial Termination of Lease.

WITNESS my hand and official stamp or seal, this 18 day of July, 2013.

Becky J. Burton
(Notary Public)

My Commission Expires:

3-19-16
(Notary Public)

OFFICIAL SEAL
BECKY J. BURTON
Notary Public, State of Illinois
My Commission Expires 03-19-2016

EXHIBIT A

NOTICE OF PARTIAL TERMINATION OF LEASE

EQUIPMENT

	Reporting Mark	Unit Number	Locomotive Model
1	FURX	3015	SD40-2R
2	FURX	3021	SD40-2R