

AUG 12 '13 -8 35 AM

SURFACE TRANSPORTATION BOARD

# FIRST UNION RAIL

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

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www.firstunionrail.com

VIA FEDERAL EXPRESS

August 7, 2013

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

**Re: Amendment No. 2 to Memorandum of Replacement Lease Agreement**

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of an Amendment No. 2 to Memorandum of Replacement Lease Agreement dated August 5, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memorandum of Replacement Lease Agreement which was duly filed with the Surface Transportation Board on September 16, 1996 under Recordation Number 20265-A. The names and addresses of the parties to the enclosed document are:

<u>Lessor:</u> General Electric Capital Corporation as successor in interest to Banc of America Leasing & Capital, LLC 777 Long Ridge Road Stamford, TC 06927	<u>Replacement Lessee:</u> First Union Rail Corporation One O'Hare Centre 6250 River Road, Suite 5000 Rosemont, IL 60018
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A description of the railroad equipment covered by the enclosed document is for ninety nine (99) boxcars which have been remarked from NOKL to TOFX and also renumbered (see Schedule 1 for car numbers).

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

Amendment No. 2 to Memorandum of Replacement Lease Agreement

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

(L043)

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AMENDMENT NO. 2  
TO MEMORANDUM OF REPLACEMENT LEASE AGREEMENT  
(Surface Transportation Board)

SURFACE TRANSPORTATION BOARD

THIS AMENDMENT NO. 2 TO MEMORANDUM OF REPLACEMENT LEASE AGREEMENT dated this 5th day of August, 2013, between General Electric Capital Corporation ("Lessor"), as successor in interest to Banc of America Leasing & Capital, LLC, and First Union Rail Corporation, a North Carolina corporation (the "Replacement Lessee").

WHEREAS, Replacement Lessee has leased from Lessor 99 boxcars (the "Units"), pursuant to that certain Replacement Lease Agreement dated April 25, 1996, (as amended, modified, supplemented and or replaced from time to time, the "Replacement Lease"); and

WHEREAS, a Memorandum of Replacement Lease Agreement (the "Memorandum of Replacement Lease") evidencing such Replacement Lease was filed at the Surface Transportation Board pursuant to Section 11301(a) of Title 49 of the *United States Code* on September 16, 1996 under Recordation Number 20265-A; and

WHEREAS, Replacement Lessee has remarked and renumbered the Units pursuant to the terms of the Replacement Lease.

NOW THEREFORE, the Lessor and Lessee, for good and valuable consideration, agree that:

Schedule I to the Memorandum of Replacement Lease is hereby deleted in its entirety and replaced with the attached Schedule I.

Except as amended hereby, the terms and conditions of such Memorandum of Replacement Lease remain in full force and effect.

[The remainder of this page has been intentionally left blank.]



IN WITNESS WHEREOF, the parties have caused this Amendment to Memorandum of Replacement Lease Agreement to be duly executed by their respective officers duly authorized as of the date and year first above written.

**REPLACEMENT LESSEE:**

FIRST UNION RAIL CORPORATION

By: Richard F. Seymour  
Name: RICHARD F. SEYMOUR  
Title: VICE PRESIDENT SALES & MARKETING

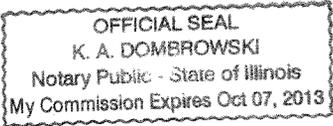
STATE OF ILLINOIS            )  
  ) ss:  
COUNTY OF COOK            )

The foregoing Amendment to Memorandum of Replacement Lease was acknowledged before me, the undersigned K.A. Dombrowski, in the County of Cook this 5th day of AUGUST, 2013 by RICHARD F. SEYMOUR, a VICE PRESIDENT SALES & MARKETING of FIRST UNION RAIL CORPORATION.

K.A. Dombrowski  
Notary Public

My Commission Expires: 10/7/2013

(Notary Seal)



## SCHEDULE I

### TO AMENDMENT NO. 2 TO MEMORANDUM OF REPLACEMENT LEASE AGREEMENT

#### Units of Equipment

	Identifying Mark	No.	New Identifying Mark	No.		Identifying Mark	No.	New Identifying Mark	No.		Identifying Mark	No.	New Identifying Mark	No.
1	NOKL	571400	TOFX	887017	37	NOKL	571436	TOFX	887053	73	NOKL	571472	TOFX	887089
2	NOKL	571401	TOFX	887018	38	NOKL	571437	TOFX	887054	74	NOKL	571473	TOFX	887090
3	NOKL	571402	TOFX	887019	39	NOKL	571438	TOFX	887055	75	NOKL	571474	TOFX	887091
4	NOKL	571403	TOFX	887020	40	NOKL	571439	TOFX	887056	76	NOKL	571475	TOFX	887092
5	NOKL	571404	TOFX	887021	41	NOKL	571440	TOFX	887057	77	NOKL	571476	TOFX	887093
6	NOKL	571405	TOFX	887022	42	NOKL	571441	TOFX	887058	78	NOKL	571477	TOFX	887094
7	NOKL	571406	TOFX	887023	43	NOKL	571442	TOFX	887059	79	NOKL	571478	TOFX	887095
8	NOKL	571407	TOFX	887024	44	NOKL	571443	TOFX	887060	80	NOKL	571479	TOFX	887096
9	NOKL	571408	TOFX	887025	45	NOKL	571444	TOFX	887061	81	NOKL	571480	TOFX	887097
10	NOKL	571409	TOFX	887026	46	NOKL	571445	TOFX	887062	82	NOKL	571481	TOFX	887098
11	NOKL	571410	TOFX	887027	47	NOKL	571446	TOFX	887063	83	NOKL	571482	TOFX	887099
12	NOKL	571411	TOFX	887028	48	NOKL	571447	TOFX	887064	84	NOKL	571483	TOFX	887100
13	NOKL	571412	TOFX	887029	49	NOKL	571448	TOFX	887065	85	NOKL	571484	TOFX	887101
14	NOKL	571413	TOFX	887030	50	NOKL	571449	TOFX	887066	86	NOKL	571485	TOFX	887102
15	NOKL	571414	TOFX	887031	51	NOKL	571450	TOFX	887067	87	NOKL	571486	TOFX	887103
16	NOKL	571415	TOFX	887032	52	NOKL	571451	TOFX	887068	88	NOKL	571487	TOFX	887104
17	NOKL	571416	TOFX	887033	53	NOKL	571452	TOFX	887069	89	NOKL	571488	TOFX	887105
18	NOKL	571417	TOFX	887034	54	NOKL	571453	TOFX	887070	90	NOKL	571489	TOFX	887106
19	NOKL	571418	TOFX	887035	55	NOKL	571454	TOFX	887071	91	NOKL	571490	TOFX	887107
20	NOKL	571419	TOFX	887036	56	NOKL	571455	TOFX	887072	92	NOKL	571492	TOFX	887108
21	NOKL	571420	TOFX	887037	57	NOKL	571456	TOFX	887073	93	NOKL	571493	TOFX	887109
22	NOKL	571421	TOFX	887038	58	NOKL	571457	TOFX	887074	94	NOKL	571494	TOFX	887110
23	NOKL	571422	TOFX	887039	59	NOKL	571458	TOFX	887075	95	NOKL	571495	TOFX	887111
24	NOKL	571423	TOFX	887040	60	NOKL	571459	TOFX	887076	96	NOKL	571496	TOFX	887112
25	NOKL	571424	TOFX	887041	61	NOKL	571460	TOFX	887077	97	NOKL	571497	TOFX	887113
26	NOKL	571425	TOFX	887042	62	NOKL	571461	TOFX	887078	98	NOKL	571498	TOFX	887114
27	NOKL	571426	TOFX	887043	63	NOKL	571462	TOFX	887079	99	NOKL	571499	TOFX	887115
28	NOKL	571427	TOFX	887044	64	NOKL	571463	TOFX	887080					
29	NOKL	571428	TOFX	887045	65	NOKL	571464	TOFX	887081					
30	NOKL	571429	TOFX	887046	66	NOKL	571465	TOFX	887082					
31	NOKL	571430	TOFX	887047	67	NOKL	571466	TOFX	887083					
32	NOKL	571431	TOFX	887048	68	NOKL	571467	TOFX	887084					
33	NOKL	571432	TOFX	887049	69	NOKL	571468	TOFX	887085					
34	NOKL	571433	TOFX	887050	70	NOKL	571469	TOFX	887086					
35	NOKL	571434	TOFX	887051	71	NOKL	571470	TOFX	887087					
36	NOKL	571435	TOFX	887052	72	NOKL	571471	TOFX	887088					