

AUG 03 '11 -2 21 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

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

August 2, 2011

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: Notice of 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 Notice of Termination of Lease dated August 2, 2011, 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 at the Surface Transportation Board on December 2, 1998 at 2:21 p.m. under Recordation Number 21818.

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

<b>Lessor:</b>	First Union Rail Corporation One O'Hare Centre 6250 N River Road, Suite 5000 Rosemont, IL 60018 USA	<b>Lessee:</b>	The Texas Mexican Railway Company 1200 Washington Street Laredo, TX 78042
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The enclosed document is for nineteen (19) locomotives, (see Exhibit A for locomotive 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: Notice of 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 Documentation Specialist

Enclosures

(TMEX001)

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**NOTICE OF MEMORANDUM OF LEASE TERMINATION**

SURFACE TRANSPORTATION BOARD

**THIS NOTICE OF MEMORANDUM OF LEASE TERMINATION** (the "Memorandum") dated as of Aug 2, 2011 is made by First Union Rail Corporation (the "Lessor"), a North Carolina corporation, and pertains to that certain Lease Agreement dated as of February 24, 1998, (collectively, the "Lease"), between Lessor and The Texas Mexican Railway Company (the "Lessee").

**WITNESSETH:**

**WHEREAS**, Lessor and Lessee entered into the Lease whereby Lessor has agreed to lease to Lessee certain locomotives (the "Equipment") as more particularly described in on Exhibit A attached hereto; and,

**WHEREAS**, Lessor and Lessee entered into certain Memorandum of Lease, evidencing the above-described Lease of such Equipment, which was filed at the Surface Transportation Board on December 2, 1998 at 2:21 p.m. with recordation number 21818.

**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 have 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 Memorandum of Lease so as to release the lien with respect to the Equipment.

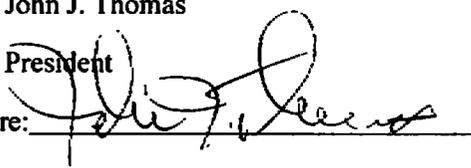
**IN WITNESS WHEREOF**, the party hereto has caused this Memorandum to be duly executed by their respective officer duly authorized as of the date and year first above written (and the undersigned declares under penalty of perjury that he holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation).

**LESSOR:**

FIRST UNION RAIL CORPORATION

Name: John J. Thomas

Title: President

Signature: 

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE TERMINATION**

<b>NUMBER OF LOCOMOTIVES:</b>	<b>Nineteen (19)</b>
<b>DESCRIPTION OF LOCOMOTIVES:</b>	<b>GP40-2 Locomotives, re-manufactured by Boise Locomotive Company, with Woodward CLC Microprocessor Controls</b>
<b>LOCOMOTIVE NUMBERS:</b>	<b>TMR 1161 through 1179, inclusive</b>