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LAW OFFICES OF
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May 4, 2012

Ms. Cynthia T. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D. C. 20423

Dear Ms. Brown:

I have enclosed for filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is an Memorandum of Lease Termination, a secondary document, dated as of May 3, 2012. The primary document to which this is connected is recorded under Recordation Number 26547. We request that this document be recorded under Recordation Number 26547-A.

The names and addresses of the parties to the Memorandum of Lease Termination are:

Lessor:

First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 3005
Rosemont, IL 60018

Lessee:

Rock & Rail LLC
501 South Ninth Street
Canon City, CO 81212

A description of the equipment covered by the Memorandum of Lease Termination consists of 55 open top hopper cars numbered NDYX 910027-910029, inclusive, 910031-910035, inclusive, 910037-910050, inclusive, 910052, 910054-910061, inclusive, 910063-910067, inclusive, and 910069-910087, inclusive.

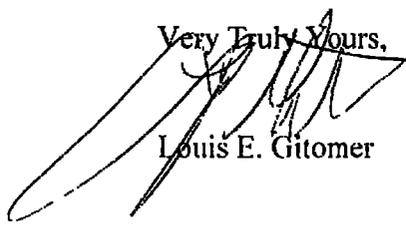
Ms. Cynthia T. Brown
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A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou@lgraillaw.com

A short summary of the document to appear in the index follows: a Memorandum of Lease Termination between First Union Rail Corporation, One O'Hare Centre, 6250 River Road, Suite 3005, Rosemont, IL 60018, and Rock & Rail LLC, 501 South Ninth Street, Canon City, CO 81212, covering 55 open top hopper cars numbered NDYX 910027-910029, inclusive, 910031-910035, inclusive, 910037-910050, inclusive, 910052, 910054-910061, inclusive, 910063-910067, inclusive, and 910069-910087, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE TERMINATION

THIS MEMORANDUM OF LEASE TERMINATION (the "Memorandum") is made and entered into as of May 3, 2012 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Rock and Rail LLC ("Lessee"), a Colorado Limited Liability Company.

WITNESSETH:

WHEREAS, Lessor and Lessee entered into that certain Lease Agreement dated as of April 25, 2006 and Rider No. 2 dated June 15, 2009 (the "Lease"), whereby Lessor leased to Lessee certain railcars (the "Railcars") as described in more particular on Exhibit A attached hereto; and

WHEREAS, Lessor and Lessee entered into that certain Memorandum of Lease Agreement dated as of May 2, 2006, evidencing the above described lease of such Railcars, which was recorded with the Surface Transportation Board on September 13, 2006 at 3:42 p.m. under Recordation Number 26547 pursuant to the provisions of 49 U.S.C. Section 11301(a); and

WHEREAS, the Lessee has exercised its option to purchase the Railcars and upon doing so the Railcars are no longer subject to the Lease and are hereby terminated.

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

This Memorandum serves as notice that the Railcars listed on the attached Exhibit A, as evidenced by the Memorandum of Lease Agreement filed with the Surface Transportation Board under Recordation No. 26547 have been terminated in all respects and are no longer subject to the Lease.

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, to evidence upon the public record the termination of such Lease of such Railcars.

LESSOR:

FIRST UNION RAIL CORPORATION

Name: John J. Thomas
Title: President
Signature: [Handwritten Signature]

STATE OF ILLINOIS)
COUNTY OF COOK)

I, K. A. Dombrowski, a Notary Public of the State and County aforesaid, certify that John J. Thomas personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum.

WITNESS my hand and official stamp or seal, this 3rd day of May, 2012.

[Handwritten Signature]
Notary Public

My Commission Expires: 10/7/2013



LESSEE:
ROCK & RAIL LLC

Name: [Signature]
Title: Manager
Signature: [Signature]

STATE OF COLORADO }
COUNTY OF FREMONT }

I, Patricia A. Parker, a Notary Public for the State and County
aforesaid, certify that Jerrold C. Glive personally appeared before me this
day and acknowledged his/her due execution of the foregoing Memorandum.

WITNESS my hand, this 3rd day of May, 2012.

[Signature]
Notary Public



My Commission Expires: 6/3/2013

EXHIBIT A

MEMORANDUM LEASE OF TERMINATION

NUMBER OF CARS: Fifty-five (55).

DESCRIPTION OF CARS: 2300 cu. ft., 263 GRL, Open Top Hoppers.

CAR NUMBERS:

NDYX	910027	NDYX	910059
NDYX	910028	NDYX	910060
NDYX	910029	NDYX	910061
NDYX	910031	NDYX	910063
NDYX	910032	NDYX	910064
NDYX	910033	NDYX	910065
NDYX	910034	NDYX	910066
NDYX	910035	NDYX	910067
NDYX	910037	NDYX	910069
NDYX	910038	NDYX	910070
NDYX	910039	NDYX	910071
NDYX	910040	NDYX	910072
NDYX	910041	NDYX	910073
NDYX	910042	NDYX	910074
NDYX	910043	NDYX	910075
NDYX	910044	NDYX	910076
NDYX	910045	NDYX	910077
NDYX	910046	NDYX	910078
NDYX	910047	NDYX	910079
NDYX	910048	NDYX	910080
NDYX	910049	NDYX	910081
NDYX	910050	NDYX	910082
NDYX	910052	NDYX	910083
NDYX	910054	NDYX	910084
NDYX	910055	NDYX	910085
NDYX	910056	NDYX	910086
NDYX	910057	NDYX	910087
NDYX	910058		