

MAY 29 '12 -3 31 PM

SURFACE TRANSPORTATION BOARD

## FIRST UNION RAIL

One O'hare Centre  
6250 River Rd, Suite 5000  
Rosemont, IL 60018

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

VIA UPS NEXT DAY AIR

May 25, 2012

**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 May 25, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memoranda of Lease duly filed on April 20, 1999, July 17, 2001, September 20, 2002 and September 23, 2002 with the Surface Transportation Board under Recordation Numbers 22142, 22142-A, 22142-B, 22142-C and 22142-D respectively. 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: Meridian Aggregates Company  
5575 DTC Parkway, Suite 325  
Englewood, CO 80111

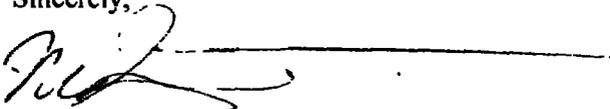
The enclosed document is for forty-four (44) hopper cars under Rider No. 3 having FURX and MFCX marks; forty-four (44) hopper cars under Rider No. 4 with FURX marks; forty-eight (48) hopper cars under Rider Numbers 5 and 8 with NOKL marks and seventy-eight (78) gondola cars under Rider No. 7 having NOKL marks (see Exhibit A for numbers) which has 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 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 Rail Documentation Specialist

Enclosures

(MFA006, 007, 008, 010, 011)

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## MEMORANDUM OF LEASE TERMINATION

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE TERMINATION (the "Memorandum") dated as of May 25, 2012 is made by First Union Rail Corporation (the "Lessor"), a North Carolina corporation, and pertains to that certain Lease Agreement dated as of March 1, 1998, Rider No. 3, Rider No. 4, Rider No. 5, Rider No. 8 and Rider No. 7 (collectively, the "Lease"), between Lessor and Meridian Aggregates Company (the "Lessee"), a Delaware limited partnership.

**WITNESSETH:**

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 April 20, 1999 at 11:00 a.m. with recordation number 22142; July 17, 2001 at 3:27 p.m. with recordation number 22142-A; July 17, 2001 at 4:25 p.m. with recordation number 22142-B; September 20, 2002 at 2:37 p.m. with recordation number 22142-C and on September 23, 2002 at 7:31 a.m. having recordation number 22142-D.

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, has 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 Lease and Termination of Memoranda of Lease so as to release the lien with respect to the Equipment.

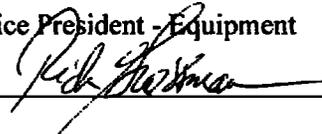
IN WITNESS WHEREOF, First Union Rail Corporation, as Lessor, has caused this Memorandum of Lease Termination to be duly executed by their respective officer duly authorized as of the date and year first above written (and the undersigned declares under penalty of perjury that he or she holds the title 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. 3**

NUMBER OF CARS:           Forty-four (44)

DESCRIPTION OF CARS:   2300 cu. ft. open top hopper cars

CAR NUMBERS:	FURX 911076	FURX 911104	FURX 911110
	FURX 911112	FURX 911124	FURX 911125
	FURX 911128	FURX 911130	FURX 911133
	FURX 911135	FURX 911136	FURX 911139
	FURX 911145	FURX 911147	FURX 911152
	FURX 911155	FURX 911159	FURX 911160
	FURX 911164	FURX 911166	FURX 911175
	FURX 911179	FURX 911181	FURX 911182
	MFCX 001096	MFCX 001130	MFCX 001131
	MFCX 001132	MFCX 001136	MFCX 001140
	MFCX 001142	MFCX 001147	MFCX 001153
	MFCX 001164	MFCX 001167	MFCX 001168
	MFCX 001170	MFCX 001172	MFCX 001186
	MFCX 001189	MFCX 001191	MFCX 001194
	MFCX 001200	MFCX 001204	

**RIDER NO. 4**

NUMBER OF CARS:           Forty-four (44)

DESCRIPTION OF CARS:   2300 cu. ft. Open Top Hopper Cars

CAR NUMBERS:	FURX 911075	FURX 911076	FURX 911104
	FURX 911107	FURX 911108	FURX 911109
	FURX 911110	FURX 911112	FURX 911113
	FURX 911117	FURX 911119	FURX 911123
	FURX 911124	FURX 911125	FURX 911128
	FURX 911129	FURX 911130	FURX 911133
	FURX 911135	FURX 911136	FURX 911139
	FURX 911140	FURX 911143	FURX 911144
	FURX 911145	FURX 911146	FURX 911147
	FURX 911148	FURX 911152	FURX 911155
	FURX 911159	FURX 911160	FURX 911162
	FURX 911164	FURX 911165	FURX 911166
	FURX 911167	FURX 911170	FURX 911175
	FURX 911176	FURX 911179	FURX 911180
	FURX 911181	FURX 911182	

**EXHIBIT A  
TO  
MEMORANDUM OF LEASE TERMINATION**

**RIDER NO. 5 and RIDER NO. 8**

**NUMBER OF CARS:**           Forty-eight (48)

**DESCRIPTION OF CARS:**   2300 cu. ft. 263,000 lb., 100 ton, Open Top Hoppers with 45 degree slope

<b>CAR NUMBERS:</b>	NOKL 910103	NOKL 910275
	NOKL 910109	NOKL 910276
	NOKL 910116	NOKL 910279
	NOKL 910130	NOKL 910287
	NOKL 910135	NOKL 910296
	NOKL 910138	NOKL 910297
	NOKL 910141	NOKL 910298
	NOKL 910152	NOKL 910302
	NOKL 910158	NOKL 910306
	NOKL 910176	NOKL 910312
	NOKL 910183	NOKL 910313
	NOKL 910191	NOKL 910318
	NOKL 910200	NOKL 910331
	NOKL 910213	NOKL 910342
	NOKL 910215	NOKL 910351
	NOKL 910216	NOKL 910368
	NOKL 910217	NOKL 910371
	NOKL 910223	NOKL 910372
	NOKL 910224	NOKL 910375
	NOKL 910226	NOKL 910376
	NOKL 910227	NOKL 910378
	NOKL 910242	NOKL 910388
	NOKL 910257	NOKL 910389
	NOKL 910271	NOKL 910395

**EXHIBIT A  
TO  
MEMORANDUM OF LEASE TERMINATION**

**RIDER NO. 7**

NUMBER OF CARS:           Seventy-eight (78)

DESCRIPTION OF CARS:    2743 cu. ft. 286,000 lb. capacity Gondola Cars

CAR NUMBERS:

NOKL	320300	NOKL	320429
NOKL	320301	NOKL	320430
NOKL	320302	NOKL	320431
NOKL	320304	NOKL	320432
NOKL	320305	NOKL	320433
NOKL	320306	NOKL	320434
NOKL	320307	NOKL	320435
NOKL	320308	NOKL	320436
NOKL	320309	NOKL	320438
NOKL	320310	NOKL	320439
NOKL	320311	NOKL	320440
NOKL	320312	NOKL	320441
NOKL	320313	NOKL	320442
NOKL	320314	NOKL	320443
NOKL	320315	NOKL	320444
NOKL	320316	NOKL	320446
NOKL	320317	NOKL	320447
NOKL	320321	NOKL	320448
NOKL	320322	NOKL	320449
NOKL	320323	NOKL	320450
NOKL	320324	NOKL	320451
NOKL	320325	NOKL	320453
NOKL	320326	NOKL	320454
NOKL	320327	NOKL	320455
NOKL	320328	NOKL	320457
NOKL	320330	NOKL	320458
NOKL	320331	NOKL	320460
NOKL	320332	NOKL	320462
NOKL	320333	NOKL	320463
NOKL	320334	NOKL	320464
NOKL	320336	NOKL	320466
NOKL	320338	NOKL	320468
NOKL	320339	NOKL	320469
NOKL	320340	NOKL	320470
NOKL	320341	NOKL	320473
NOKL	320347	NOKL	320474
NOKL	320348	NOKL	321577
NOKL	320425	NOKL	321578
NOKL	320428	NOKL	321584