

August 08, 2012 05:00 PM

SURFACE TRANSPORTATION BOARD

LAW OFFICES OF
LOUIS E. GITOMER, LLC.

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410-296-2225

August 8, 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 e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Termination, a secondary document, dated as of August 1, 2012. The primary document to which this is connected is recorded under Recordation No. 27173. We request that this document be recorded under Recordation No. 27173-A.

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

Lessor:

Regions Equipment Finance, Ltd.
Regions Plaza, 17th Floor
417 North 205th Street
Birmingham, AL 35203

Lessee:

FCL, LLC
2704 Otis Corley Drive, Suite 4
Bentonville, AR 72712

A description of the equipment covered by the Termination consists of 20 gondola cars numbered EAMX 400-419, inclusive.

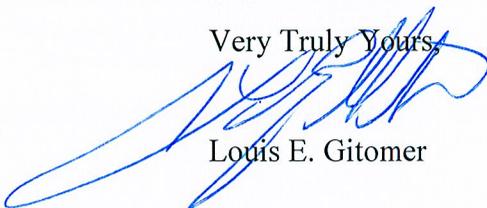
A fee of \$41.00 is enclosed. Please return one copy by email to:

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

Ms. Cynthia T. Brown
August 8, 2012
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A short summary of the document to appear in the index follows: a Termination between Regions Equipment Finance, Ltd., Regions Plaza, 17th Floor, 417 North 205th Street, Birmingham, AL 35203, and FCL, LLC, 2704 Otis Corley Drive, Suite 4, Bentonville, AR 72712, covering 20 gondola cars numbered EAMX 400-419, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

TERMINATION

This Termination, dated as of August 1, 2012, is between Regions Equipment Finance, Ltd. ("Regions"), as lessor, and FCL, LLC ("FCL"), as lessee.

WHEREAS, Regions and FCL entered that certain Schedule No. 1, dated December 18, 2006, to that certain Master Equipment Lease Agreement dated September 18, 2006 (collectively the "Lease"), for 20 rail cars numbered EAMX 400-419, inclusive (the "Equipment"); and

WHEREAS, a Memorandum of Lease and Security Agreement dated as of December 18, 2006 between Regions, as lessor, and FCL, as lessee, was recorded at the Surface Transportation Board on September 27, 2007 at 2:48 pm under Recordation No. 27173 for the Equipment; and

WHEREAS, the duties and obligations of the parties to the Lease with respect to the Equipment have been satisfied and discharged.

NOW, THEREFORE, in consideration of the promises and covenants in the documents set forth above by reference, and for other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and the authority to issue and execute this document, intending to be legally bound, Regions and FCL hereby terminate and cancel the Lease with respect to the Equipment as of the date herein first written above; provided that this termination does not apply to provisions of the Lease stated to survive such termination.

This Termination may be executed in separate counterparts, each of which when so executed and delivered shall be an original for all purposes, but all such counterparts shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Termination to be duly executed as of the date hereinabove first written.

Regions Equipment Finance, Ltd., as lessor	FCL, LLC, as lessee
By: 	By: Everest Railcar Services, Inc.
Name: <u>Denise Colangelo</u>	By: <u>Steven J. Hendricks, President</u>
Title: <u>Assistant Vice President</u>	By: TDI, LLC
	By: <u>Tim Z. Tursonoff, Sole Member</u>

STATE OF ALABAMA

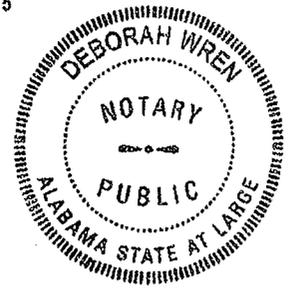
County of Jefferson

} ss.

On this 9 day of August 2012, before me, Deborah Wren the undersigned Notary Public, personally appeared Denise Colangelo personally known to me to be the person who executed the within instrument as _____ on behalf of Regions Equipment Finance, Ltd., and acknowledged to me that the corporation executed it.

Deborah Wren
Notary Public for Jefferson County
My Commission expires _____

MY COMMISSION EXPIRES MAY 8, 2015



TERMINATION

This Termination, dated as of August 1, 2012, is between Regions Equipment Finance, Ltd. ("Regions"), as lessor, and FCL, LLC ("FCL"), as lessee.

WHEREAS, Regions and FCL entered that certain Schedule No. 1, dated December 18, 2006, to that certain Master Equipment Lease Agreement dated September 18, 2006 (collectively the "Lease"), for 20 rail cars numbered EAMX 400-419, inclusive (the "Equipment"); and

WHEREAS, a Memorandum of Lease and Security Agreement dated as of December 18, 2006 between Regions, as lessor, and FCL, as lessee, was recorded at the Surface Transportation Board on September 27, 2007 at 2:48 pm under Recordation No. 27173 for the Equipment; and

WHEREAS, the duties and obligations of the parties to the Lease with respect to the Equipment have been satisfied and discharged.

NOW, THEREFORE, in consideration of the promises and covenants in the documents set forth above by reference, and for other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and the authority to issue and execute this document, intending to be legally bound, Regions and FCL hereby terminate and cancel the Lease with respect to the Equipment as of the date herein first written above; provided that this termination does not apply to provisions of the Lease stated to survive such termination.

This Termination may be executed in separate counterparts, each of which when so executed and delivered shall be an original for all purposes, but all such counterparts shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Termination to be duly executed as of the date hereinabove first written.

Regions Equipment Finance, Ltd., as lessor	FCL, LLC, as lessee
By: _____	By: Everest Railcar Services, Inc.
Name: _____	By: _____ Steven J. Hendricks, President
Title: _____	By: TDR, LLC
	By:  Tim Z. Tursonoff, Sole Member

TERMINATION

This Termination, dated as of August 1, 2012, is between Regions Equipment Finance, Ltd. ("Regions"), as lessor, and FCL, LLC ("FCL"), as lessee

WHEREAS, Regions and FCL entered that certain Schedule No. 1, dated December 18, 2006, to that certain Master Equipment Lease Agreement dated September 18, 2006 (collectively the "Lease"), for 20 rail cars numbered EAMX 400-419, inclusive (the "Equipment"); and

WHEREAS, a Memorandum of Lease and Security Agreement dated as of December 18, 2006 between Regions, as lessor, and FCL, as lessee, was recorded at the Surface Transportation Board on September 27, 2007 at 2:48 pm under Recordation No. 27173 for the Equipment; and

WHEREAS, the duties and obligations of the parties to the Lease with respect to the Equipment have been satisfied and discharged.

NOW, THEREFORE, in consideration of the promises and covenants in the documents set forth above by reference, and for other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and the authority to issue and execute this document, intending to be legally bound, Regions and FCL hereby terminate and cancel the Lease with respect to the Equipment as of the date herein first written above; provided that this termination does not apply to provisions of the Lease stated to survive such termination.

This Termination may be executed in separate counterparts, each of which when so executed and delivered shall be an original for all purposes, but all such counterparts shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Termination to be duly executed as of the date hereinabove first written.

Regions Equipment Finance, Ltd., as lessor	FCL, LLC, as lessee
By: _____	By: Everest Railcar Services, Inc.
Name: _____	By:  Steven J. Hendricks, President
Title: _____	By: TDI, LLC
	By: _____ Tim Z Tursonoff, Sole Member

STATE OF _____)
County of _____) ss.

On this ___ day of August, 2012, before me, _____, the undersigned Notary Public, personally appeared Steven J. Hendricks personally known to me to be the person who executed the within instrument as President of Everest Railcar Services, Inc., managing member of FCL, LLC, and acknowledged to me that the corporation executed it.

Notary Public for _____
My Commission expires _____

STATE OF Florida)
County of Duval) ss.

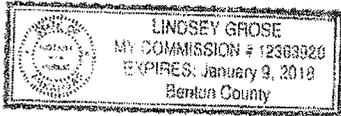
On this 6 day of August, 2012, before me, Tim Z. Tursonoff, the undersigned Notary Public, personally appeared Tim Z. Tursonoff personally known to me to be the person who executed the within instrument as Sole Member of TDI, LLC, managing member of FCL, LLC, and acknowledged to me that the corporation executed it.

D. Parara
Notary Public for Florida
My Commission expires 11-15-2014



STATE OF Arkansas)
) ss.
County of Benton)

On this 27th day of August, 2012, before me, Lindsey Grose, the undersigned Notary Public, personally appeared Steven J. Hendricks personally known to me to be the person who executed the within instrument as President of Everest Railcar Services, Inc., managing member of FCL, LLC, and acknowledged to me that the corporation executed it.



Lindsey Grose
Notary Public for Arkansas
My Commission expires 1/9/2018

STATE OF _____)
) ss.
County of _____)

On this ____ day of August, 2012, before me, _____, the undersigned Notary Public, personally appeared Tim Z. Tursonoff personally known to me to be the person who executed the within instrument as Sole Member of TDI, LLC, managing member of FCL, LLC, and acknowledged to me that the corporation executed it.

Notary Public for _____
My Commission expires _____