

MAY 13 '13 -11 15 AM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

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

Via Fed Ex Overnight

May 10, 2013

Tel 847.318.7575

Fax 847 318 7588

www.firstunionrail.com

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E St, S W., Suite 100
Washington, DC 20423-0001

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 7, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memorandum of Lease Agreement which was duly filed with the Surface Transportation Board on September 17, 1997 at 10:13 a.m. under Recordation Number 20878.

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

Lessor. First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee. BNSF Railway Company, f/k/a/
Burlington Northern Santa Fe Railroad Company
2650 Lou Menk Drive
Fort Worth, TX 76131-2830

A description of the railroad equipment covered by the enclosed document is for two hundred sixty five (265) hopper cars with UMP marks (see Exhibit A for car numbers)

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 \$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

(BNSF038)

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MEMORANDUM OF LEASE TERMINATION

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE TERMINATION (the "Memorandum") dated as of May 7, 2013 is made by First Union Rail Corporation (the "Lessor"), a North Carolina corporation, and pertains to that certain Lease Agreement dated as of July 1, 1995 (the "Lease"), between Lessor and Burlington Northern Santa Fe Railroad Company (the "Lessee"), a Delaware corporation.

W I T N E S S E T H:

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 Memorandum of Lease, evidencing the above-described Lease of such Equipment, which was filed at the Surface Transportation Board on September 17, 1997 with primary recordation number 20878.

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 interests of the Lessee, its successors and assigns, in the Equipment listed on Exhibit A arising pursuant to the Lease have been terminated.
3. Lessor wishes to record this Notice of Termination of Lease and 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 officers 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**

NUMBER OF CARS: Two hundred sixty-five (265)

DESCRIPTION OF CARS: Hopper Rail Cars

CAR NUMBERS.

UMP	800085	/
UMP	001107	/
UMP	001108	/
UMP	001109	/
UMP	001110	/
UMP	001111	/
UMP	001112	/
UMP	001113	/
UMP	001114	/
UMP	001115	/
UMP	006569	/
UMP	009012	/
UMP	009124	/
UMP	009132	/
UMP	009140	/
UMP	019010	/
UMP	019020	/
UMP	019026	/
UMP	048103	/
UMP	048110	/
UMP	048112	/
UMP	048129	/
UMP	048141	/
UMP	046162	/
UMP	048163	/
UMP	048172	/
UMP	048181	/
UMP	048183	/
UMP	048185	/
UMP	046215	/
UMP	046225	/
UMP	046226	/
UMP	046230	/
UMP	046241	/
UMP	046243	/
UMP	046248	/
UMP	046250	/
UMP	046265	/
UMP	046290	/
UMP	046798	/
UMP	046900	/
UMP	049131	/
UMP	049177	/
UMP	049218	/
UMP	050708	/
UMP	050739	/
UMP	050786	/

UMP	050793	/
UMP	050807	/
UMP	050813	/
UMP	050822	/
UMP	050833	/
UMP	050840	/
UMP	050844	/
UMP	050846	/
UMP	050851	/
UMP	050852	/
UMP	050864	/
UMP	050870	/
UMP	050824	/
UMP	052802	/
UMP	052827	/
UMP	052904	/
UMP	052911	/
UMP	052930	/
UMP	052931	/
UMP	052945	/
UMP	052963	/
UMP	052970	/
UMP	052988	/
UMP	053508	/
UMP	053542	/
UMP	053554	/
UMP	053562	/
UMP	053643	/
UMP	053659	/
UMP	053707	/
UMP	053768	/
UMP	053936	/
UMP	053945	/
UMP	053949	/
UMP	053950	/
UMP	053951	/
UMP	053963	/
UMP	053980	/
UMP	053985	/
UMP	053991	/
UMP	053997	/
UMP	054309	/
UMP	054318	/
UMP	054326	/
UMP	054371	/
UMP	054387	/
UMP	054399	/

UMP	054600	/
UMP	054602	/
UMP	054608	/
UMP	054612	/
UMP	054620	/
UMP	054639	/
UMP	054659	/
UMP	054693	/
UMP	055118	/
UMP	055123	/
UMP	055221	/
UMP	055258	/
UMP	055307	/
UMP	055317	/
UMP	055340	/
UMP	055341	/
UMP	055342	/
UMP	055351	/
UMP	055363	/
UMP	055366	/
UMP	055370	/
UMP	055371	/
UMP	055377	/
UMP	055381	/
UMP	055388	/
UMP	055389	/
UMP	055393	/
UMP	055469	/
UMP	055606	/
UMP	055609	/
UMP	055690	/
UMP	055691	/
UMP	056189	/
UMP	056190	/
UMP	056194	/
UMP	056195	/
UMP	056196	/
UMP	056201	/
UMP	056202	/
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UMP	056204	/
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UMP	056206	/
UMP	056207	/
UMP	056209	/
UMP	056210	/
UMP	056212	/

EXHIBIT A
TO
MEMORANDUM OF LEASE TERMINATION

UMP	056213
UMP	056216
UMP	056217
UMP	056219
UMP	056223
UMP	056224
UMP	056225
UMP	056226
UMP	056229
UMP	056231
UMP	056487
UMP	056631
UMP	056708
UMP	057324
UMP	057326
UMP	057348
UMP	057349
UMP	057353
UMP	057361
UMP	057368
UMP	057370
UMP	057395
UMP	475012
UMP	475014
UMP	475026
UMP	475075
UMP	475105
UMP	475150
UMP	475188
UMP	475228
UMP	475467
UMP	478894
UMP	478909
UMP	478933
UMP	478936
UMP	478938
UMP	478946
UMP	478953
UMP	478954
UMP	478958
UMP	478975
UMP	478976
UMP	479011
UMP	479014
UMP	479019
UMP	479052
UMP	479059

UMP	479070
UMP	479082
UMP	479084
UMP	479130
UMP	479156
UMP	479157
UMP	479164
UMP	479170
UMP	479183
UMP	479184
UMP	479188
UMP	479193
UMP	479205
UMP	479214
UMP	479225
UMP	479238
UMP	479242
UMP	479245
UMP	479250
UMP	479257
UMP	479265
UMP	479270
UMP	479277
UMP	479281
UMP	479296
UMP	479293
UMP	479295
UMP	479305
UMP	479322
UMP	479353
UMP	479360
UMP	479362
UMP	479366
UMP	479376
UMP	479398
UMP	479623
UMP	480169
UMP	480182
UMP	480193
UMP	480650
UMP	480652
UMP	480657
UMP	480701
UMP	480713
UMP	480798
UMP	480824
UMP	480914

UMP	480930
UMP	480934
UMP	480938
UMP	480939
UMP	480941
UMP	480948
UMP	480951
UMP	480966
UMP	480986
UMP	480987
UMP	800004
UMP	800057
UMP	800079
UMP	800343
UMP	800361
UMP	800366
UMP	800459
UMP	800542
UMP	800590
UMP	800593
UMP	800596
UMP	800610
UMP	800642
UMP	800691
UMP	801080
UMP	801241
UMP	801243
UMP	801282
UMP	801271
UMP	801297