



Wells Fargo Rail
9377 W. Higgins Rd.
Suite 600
Rosemont, IL 60018

wellsfargo.com

RECORDATION NO. 22721-O
FILED DECEMBER 7, 2016 4:33 PM
SURFACE TRANSPORTATION BOARD
December 7, 2016

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: Memorandum of Partial Termination of Lease

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) please find one (1) originally executed Memorandum of Partial Termination of Lease dated December 7, 2016, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memoranda of Lease evidencing such Equipment duly filed with the Surface Transportation Board on December 19, 2002 and also on March 20, 2007 under secondary recordation numbers **22721-E and 22721-K** respectively.

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

Lessor: Wells Fargo Rail Corporation
f/k/a First Union Rail Corporation
9377 W. Higgins Rd, Suite 600
Rosemont, IL 60018

Lessee: Twin Cities & Western Railroad Company
2925 – 12th Street East
Glencoe, MN 55336

The enclosed document is for 12 covered hopper cars marked NDYX 475022 – NDYX 475326, n.i., and 21 covered hopper cars marked TCWR 821513 – TCWR 832187, n.i. 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: Memorandum of Partial Termination of Lease

Please accept this E-filing and invoice our account # 22860 in the amount of \$45.00 covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned.

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
Manager Contract Administration

Enclosures

(TCW018 & TCW030,031)

Together we'll go far



MEMORANDUM OF PARTIAL TERMINATION OF LEASE

THIS MEMORANDUM OF PARTIAL TERMINATION OF LEASE (the "Memorandum") dated as December 7, 2016 is made by Wells Fargo Rail Corporation, f/k/a First Union Rail Corporation (the "Lessor"), a North Carolina corporation, and pertains to that certain Lease Agreement dated as of February 25, 1998, (collectively, the "Lease"), between Lessor and Twin Cities & Western Railroad Company, (the "Lessee"), a Minnesota corporation.

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 December 19, 2002 and on March 20, 2007 having **secondary recordation numbers 22721-E and 22721-K** respectively.

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 Memorandum of Partial Termination of Lease so as to release the lien with respect to the Equipment.

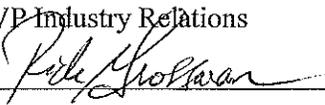
IN WITNESS WHEREOF, Wells Fargo Rail Corporation, as Lessor, has caused this Memorandum of Partial Termination of Lease to be duly executed by their respective officer duly authorized as of the date and year first above written (and the undersigned declares under penalty of perjury that he or she holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation).

LESSOR:

WELLS FARGO RAIL CORPORATION

Name: Rick Grossman

Title: SVP Industry Relations

Signature:  _____

**EXHIBIT A
TO
MEMORANDUM OF PARTIAL TERMINATION OF LEASE**

RIDER NO. 18

NUMBER OF CARS: Twelve (12)

DESCRIPTION OF CARS: 4700/4750 cu. ft. Covered Hopper Cars

CAR NUMBERS:

NDYX 475022
NDYX 475025
NDYX 475033
NDYX 475285
NDYX 475286
NDYX 475297
NDYX 475300
NDYX 475312
NDYX 475316
NDYX 475319
NDYX 475325
NDYX 475326
Count: 12

RIDER NO. 30

NUMBER OF CARS: Twenty-one (21)

DESCRIPTION OF CARS: 4750 cu. ft. Covered Hopper Cars

CAR NUMBERS:

TCWR 821513
TCWR 821514
TCWR 821525
TCWR 822331
TCWR 822343
TCWR 822345
TCWR 822347
TCWR 824479
TCWR 824526
TCWR 824627
TCWR 826917
TCWR 828456
TCWR 828479
TCWR 830289
TCWR 830381
TCWR 830663
TCWR 830677
TCWR 830998
TCWR 831007
TCWR 832159
TCWR 832187