

FIRST UNION RAIL

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RECORDATION NO. 27252-RRB FILED

FEB 10 '14 -3 10 PM

SURFACE TRANSPORTATION BOARD

January 23, 2014

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

RE: Memorandum of Partial Lease Termination

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 111301(a) are three (3) originals of a Memorandum of Partial Lease Termination dated January 23, 2014, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memorandum of Lease evidencing such leased equipment which was duly filed at the Surface Transportation Board on November 27, 2009 under Secondary Recordation Number 27252-AA. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
1 Place Ville Marie, Suite 2022
Montreal, Quebec H3B 2C4

Lessee: Canadian National Railway Company
935 de la Gauchetiere St. W. - Floor 8
Montreal, QC H3B 2M9

The enclosed document is for two hundred and thirty one (231) rotary gondola cars having NOKL marks (see Exhibit A for car numbers) 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 Lease Termination.

Also enclosed is a check in the amount of \$44.00 payable to the order of the Surface Transportation Board covering the recordation fee. Kindly return two (2) stamped originals of the enclosed document to the undersigned.

If you have any questions regarding this matter, please contact me at the number shown above. Thank you for your cooperation.

Sincerely,



Danielle Lord
Sales Assistant

Encl.
(CN135)

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ASSGN. NO. CN135

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF PARTIAL LEASE TERMINATION – RIDER NO. 20

THIS MEMORANDUM OF PARTIAL TERMINATION OF LEASE (the “Memorandum”) dated as of January 23, 2014 is made by First Union Rail Corporation (the “Lessor”), a North Carolina corporation, and pertains to that certain Lease Agreement dated January 1, 2004 (the “Lease”), between Lessor and Canadian National Railway Company (the “Lessee”), a Canadian 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 on Exhibit A attached hereto; and,

WHEREAS, Lessor and Lessee entered into that certain Memorandum of Lease dated as of July 1, 2008 evidencing the above-described Lease of such Equipment, which was (i) deposited at the Registrar General of Canada pursuant to Section 105 of the Canada Transportation Act on November 25, 2009 at 1:32 p.m., and (ii) filed at the Surface Transportation Board on November 27, 2009 with secondary recordation number 27252-AA.

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 Lease between Lessor and Lessee relating to the Equipment and evidenced by the Memorandum of Lease filed with the Surface Transportation Board has been terminated in all respects.
2. Lessor wishes to record this Memorandum of Partial Lease Termination so as to release the lien with respect to the Equipment.

IN WITNESS WHEREOF, the Lessor has caused this Memorandum to be executed by its duly authorized officer as of the 23rd day of January, 2014 (and the undersigned declares under penalty of perjury that he 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: Susan A. BarrieTitle: Regional Vice President, SalesSignature: 

EXHIBIT A to MEMORANDUM OF PARTIAL TERMINATION OF LEASE – RIDER NO.20

NUMBER OF CARS: Two hundred and thirty one (231).

DESCRIPTION OF CARS: 286,000 lb. GRL, 4250 cu.ft., new Aluminium Outside Stake Bethgon II rotary gondola cars built in 2008 by FreightCar America Inc.

CAR NUMBERS:

1	NOKL	964275	36	NOKL	964337	71	NOKL	964392
2	NOKL	964277	37	NOKL	964339	72	NOKL	964393
3	NOKL	964279	38	NOKL	964341	73	NOKL	964394
4	NOKL	964285	39	NOKL	964344	74	NOKL	964395
5	NOKL	964287	40	NOKL	964345	75	NOKL	964397
6	NOKL	964289	41	NOKL	964346	76	NOKL	964398
7	NOKL	964291	42	NOKL	964348	77	NOKL	964400
8	NOKL	964292	43	NOKL	964352	78	NOKL	964401
9	NOKL	964294	44	NOKL	964355	79	NOKL	964402
10	NOKL	964295	45	NOKL	964356	80	NOKL	964403
11	NOKL	964296	46	NOKL	964357	81	NOKL	964404
12	NOKL	964297	47	NOKL	964359	82	NOKL	964405
13	NOKL	964299	48	NOKL	964361	83	NOKL	964406
14	NOKL	964301	49	NOKL	964362	84	NOKL	964407
15	NOKL	964304	50	NOKL	964363	85	NOKL	964408
16	NOKL	964307	51	NOKL	964365	86	NOKL	964410
17	NOKL	964312	52	NOKL	964367	87	NOKL	964411
18	NOKL	964313	53	NOKL	964368	88	NOKL	964413
19	NOKL	964314	54	NOKL	964369	89	NOKL	964415
20	NOKL	964315	55	NOKL	964370	90	NOKL	964416
21	NOKL	964316	56	NOKL	964372	91	NOKL	964417
22	NOKL	964317	57	NOKL	964373	92	NOKL	964418
23	NOKL	964318	58	NOKL	964375	93	NOKL	964419
24	NOKL	964319	59	NOKL	964376	94	NOKL	964420
25	NOKL	964320	60	NOKL	964377	95	NOKL	964421
26	NOKL	964322	61	NOKL	964378	96	NOKL	964422
27	NOKL	964324	62	NOKL	964379	97	NOKL	964423
28	NOKL	964325	63	NOKL	964380	98	NOKL	964425
29	NOKL	964326	64	NOKL	964381	99	NOKL	964426
30	NOKL	964327	65	NOKL	964382	100	NOKL	964427
31	NOKL	964329	66	NOKL	964386	101	NOKL	964428
32	NOKL	964332	67	NOKL	964387	102	NOKL	964429
33	NOKL	964333	68	NOKL	964388	103	NOKL	964431
34	NOKL	964335	69	NOKL	964389	104	NOKL	964432
35	NOKL	964336	70	NOKL	964390	105	NOKL	964433

106	NOKL	964435	151	NOKL	964500	196	NOKL	964567
107	NOKL	964437	152	NOKL	964501	197	NOKL	964568
108	NOKL	964438	153	NOKL	964502	198	NOKL	964569
109	NOKL	964439	154	NOKL	964504	199	NOKL	964570
110	NOKL	964441	155	NOKL	964505	200	NOKL	964571
111	NOKL	964442	156	NOKL	964507	201	NOKL	964573
112	NOKL	964443	157	NOKL	964509	202	NOKL	964574
113	NOKL	964449	158	NOKL	964510	203	NOKL	964575
114	NOKL	964451	159	NOKL	964511	204	NOKL	964577
115	NOKL	964452	160	NOKL	964512	205	NOKL	964579
116	NOKL	964454	161	NOKL	964513	206	NOKL	964580
117	NOKL	964455	162	NOKL	964516	207	NOKL	964582
118	NOKL	964456	163	NOKL	964517	208	NOKL	964584
119	NOKL	964459	164	NOKL	964518	209	NOKL	964586
120	NOKL	964460	165	NOKL	964519	210	NOKL	964589
121	NOKL	964461	166	NOKL	964520	211	NOKL	964590
122	NOKL	964462	167	NOKL	964523	212	NOKL	964592
123	NOKL	964463	168	NOKL	964524	213	NOKL	964594
124	NOKL	964465	169	NOKL	964526	214	NOKL	964595
125	NOKL	964466	170	NOKL	964527	215	NOKL	964597
126	NOKL	964467	171	NOKL	964529	216	NOKL	964599
127	NOKL	964468	172	NOKL	964530	217	NOKL	964600
128	NOKL	964469	173	NOKL	964531	218	NOKL	964601
129	NOKL	964471	174	NOKL	964532	219	NOKL	964603
130	NOKL	964472	175	NOKL	964534	220	NOKL	964604
131	NOKL	964473	176	NOKL	964535	221	NOKL	964605
132	NOKL	964474	177	NOKL	964541	222	NOKL	964606
133	NOKL	964475	178	NOKL	964542	223	NOKL	964607
134	NOKL	964476	179	NOKL	964543	224	NOKL	964608
135	NOKL	964477	180	NOKL	964544	225	NOKL	964610
136	NOKL	964478	181	NOKL	964545	226	NOKL	964611
137	NOKL	964479	182	NOKL	964547	227	NOKL	964612
138	NOKL	964480	183	NOKL	964548	228	NOKL	964613
139	NOKL	964482	184	NOKL	964550	229	NOKL	964615
140	NOKL	964483	185	NOKL	964551	230	NOKL	964617
141	NOKL	964485	186	NOKL	964553	231	NOKL	964618
142	NOKL	964486	187	NOKL	964555			
143	NOKL	964487	188	NOKL	964556			
144	NOKL	964490	189	NOKL	964557			
145	NOKL	964491	190	NOKL	964558			
146	NOKL	964492	191	NOKL	964560			
147	NOKL	964495	192	NOKL	964563			
148	NOKL	964496	193	NOKL	964564			
149	NOKL	964497	194	NOKL	964565			
150	NOKL	964499	195	NOKL	964566			