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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

RECORDATION NO. 6062-G FILED

MAR 29 '01 10-24 AM

~~SURFACE TRANSPORTATION BOARD~~
OF COMMERCE

March 28, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are four (4) copies of an Memorandum of Lease Termination, dated as of March 15, 2001 a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease of Railroad Equipment, which was previously filed with the Commission under Recordation Number 6062.

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

Lessor: The CIT Group/Equipment
Financing, Inc.
1211 Avenue of the Americas
New York, NY 10036

Lessee: Grand Trunk Western Railroad
Incorporated
P.O. Box 8100
Montreal, Canada H3C 4N4

A description of the railroad equipment covered by the enclosed document is:

17 boxcars within the series GTW 126750 - GTW 126766 (formerly DTI 26750 - DTI 26766)

6062 G 1024 AM

Mr. Vernon A. Williams
March 28, 2001
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Lease Termination between The CIT Group/
Equipment Financing, Inc., Lessor, and Grand Trunk Western
Railroad Incorporated, Lessee, covering 17 boxcars within the
series GTW 126750 - GTW 126766 (formerly DTI 26750 - DTI
26766)

Also enclosed is a check in the amount of \$28.00 payable to the order
of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

TERMINATION OF CONDITIONAL SALE AGREEMENT

RECORDATION NO. 6063-A Filed & Recorded

JUN 1 1971 -11 42 AM

TERMINATION OF CONDITIONAL SALE AGREEMENT dated as of March 15, 1971 among Burlington Equipment Company, an Illinois corporation ("Manufacturer"), D. E. Mundell and Ben Maushardt, not in their individual capacities but solely as Trustees ("Trustees") under Trust Agreement dated as of November 30, 1970, United States Leasing International, Inc., a California corporation, as agent for the Trustees ("Agent") and Burlington Northern Inc., a Delaware corporation ("Guarantor").

1. The Manufacturer, the Trustees, the Agent and the Guarantor have heretofore entered into, executed and delivered a Conditional Sale Agreement dated as of November 30, 1970 (the "Conditional Sale Agreement").

2. The Conditional Sale Agreement has been recorded with the Interstate Commerce Commission on and has been assigned Recordation No.

3. The Manufacturer, the Trustees, the Agent and the Guarantor do hereby agree that the Conditional Sale Agreement shall be and is hereby terminated in all respects.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be executed in their respective corporate names by their officers or representatives, thereunto duly authorized, and their respective corporate seals to be hereunto affixed, duly attested, all as of the date first above written.

BURLINGTON EQUIPMENT COMPANY

By [Signature]
Its VICE PRESIDENT.

(Corporate Seal)

Attest [Signature]
Secretary

UNITED STATES LEASING INTERNATIONAL, INC.

By [Signature]
Its Senior Vice President

(Corporate Seal)

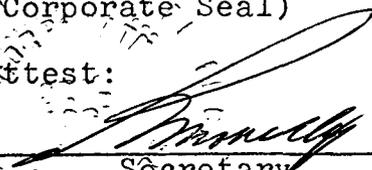
Attest [Signature]
Secretary

D. E. MUNDELL and BEN MAUSHARDT,
Trustees under B. N. Trust No. 2

By 

BURLINGTON-NORTHERN INC.

By 
its VICE PRESIDENT AND CONTROLLER

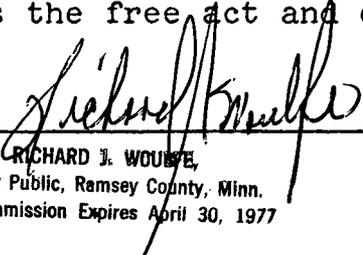
(Corporate Seal)
Attest:

Secretary

STATE OF MINNESOTA)
) SS
COUNTY OF RAMSEY)

On this 27th day of May, 1971, before me personally appeared R. M. O'Kelly, to me personally known, who, being by me duly sworn, says that he is a _____ Vice President of BURLINGTON EQUIPMENT COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

My Commission Expires:

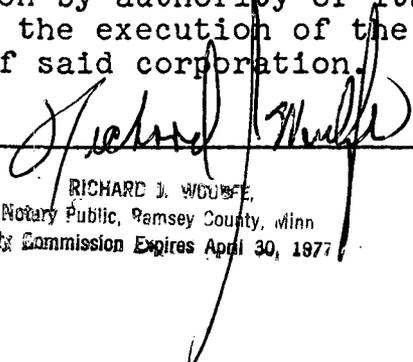

RICHARD J. WOUFFE,
Notary Public, Ramsey County, Minn.
My Commission Expires April 30, 1977

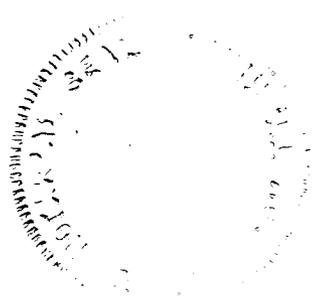
STATE OF MINNESOTA)
) SS
CITY OF RAMSEY)

On this 27th day of May, 1971, before me personally appeared W. N. ERNZEN, to me personally known, who being by me duly sworn, says that he is the VICE PRESIDENT AND CONTROLLER of BURLINGTON NORTHERN, INC. that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

My Commission Expires:


RICHARD J. WOUFFE,
Notary Public, Ramsey County, Minn.
My Commission Expires April 30, 1977



STATE OF CALIFORNIA)
) SS
CITY AND COUNTY OF SAN FRANCISCO)

On this 25th day of May, 1971, before me personally appeared D. E. MUNDELL to me known to be one of the persons described in and who executed the foregoing instrument and he acknowledged that he executed the same as his free act and deed.

(SEAL)

Victoria A. Pollard

My Commission Expires:



STATE OF CALIFORNIA)
) SS
CITY AND COUNTY OF SAN FRANCISCO)

On this 25th day of May, 1971, before me personally appeared Douglas C. Kay, to me personally known, who being by me duly sworn, says that he is a ^{Senior} Vice President of UNITED STATES LEASING INTERNATIONAL, INC., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

Victoria A. Pollard

My Commission Expires:

