HOPKINS & SUTTER

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Direct Fax: (248) 740-6613
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May 25, 1999

RECORDATION NO. 17527-A FILED

JUN 3 '99 12-00PM

Secretary
Surface Transportation Board
Room 704
1925 K Street, NW
Washington, DC 20423-0001

Dear Secretary:

Enclosed for recordation pursuant to statute and 49 CFR 1177 are two counterparts of a Memorandum of Partial Lease Termination, dated as of April 1, 1999, and executed in counterparts by Royal Bank of Canada and Canadian National Railway Company. The Lease of Equipment #32 is dated as of July 15, 1991. The units covered by this Partial Lease Termination are various units of rail equipment as more specifically identified on Schedule A, attached to this letter.

The Lease was recorded with the ICC on September 16, 1991 under primary recordation number 17527.

A Lease Assignment Agreement, also dated as of July 15, 1991, which assigned rights under the Lease, as well as rights under other instruments, was filed with the ICC on September 18, 1991, and assigned recordation number 17529.

The parties to the Lease are:

Lessor: SLX Canada Inc., predecessor in interest to

Royal Bank Leasing Inc, which was merged into

Royal Bank of Canada

Lessee: Canadian National Railway Company

The parties to the Lease Assignment Agreement are

Assignor: SLX Canada Inc.

T6160-1

Assignee: Royal Bank Leasing Inc., which was merged into

Royal Bank of Canada

Enclosed is our check in the amount of $26.

Please accept one counterpart of this document for **filing under both recordation numbers 17527 and 17529**, stamp the remaining counterpart with your recordation numbers and return it and the fee receipt to the undersigned at the following address:

Mary P. Sclawy
Hopkins & Sutter
2800 Livernois
Suite 220
Troy, MI 48083-1240

Sincerely,

Mary P. Sclawy

Enclosure

cc: John A.N. Lamont: Re CN 2060-32

SCHEDULE A TO MEMORANDUM

18 **Bulkhead Flat Cars** bearing the following marks and numbers:

CN 620003
CN 620120
CN 620126 (now CN 622535)
CN 620198
CN 620213
CN 620260
CN 620293 (now CN 622602)
CN 620316
CN 620337 (now CN 622582)
CN 620365
CN 620426 (now CN 622655)

CN 622202
CN 622207
CN 622220
CN 622247
CN 622277
CN 622286
CN 622327

4 **Flat Cars** bearing the following marks and numbers:

CN 639982

CN 668235
CN 668340
CN 668380

1 **70-ton Bi-level Flat Cars** bearing the following marks and numbers:

CNA 712162

RECORDATION NO. 17527-A FILED

(SLX / CN Lease # 32) JUN 3 '99 12-00PM

MEMORANDUM OF PARTIAL LEASE TERMINATION dated as of April 1, 1999 between **Royal Bank of Canada** ("Royal") and **Canadian National Railway Company** ("CN").

WHEREAS, SLX Canada Inc. (predecessor-in-interest to ***Royal Bank Leasing Inc.*** [which corporation was subsequently merged into Royal]) is the lessor under that certain Lease of Equipment # 32 dated as of July 15, 1991 (the "Lease") with CN as lessee originally covering six-hundred ninety (690) units of railroad rolling stock as more particularly described therein;

AND WHEREAS, the units listed in Schedule A hereto, which are subject to the Lease, have suffered a casualty occurrence.

IN WITNESS WHEREOF, the parties wish to show for the public record that on the date first above written:

1) The Lease was terminated, by Royal and CN, in respect of the units listed in Schedule A hereto;

2) Royal and CN acknowledge and agree that the Lease remains in full force and effect with respect to all other units of railroad rolling stock subject thereto;

and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized.

ROYAL BANK OF CANADA,
as lessor

By: Micheline Bleau
Its: MANAGER, DOCUMENTATION LEASING

CANADIAN NATIONAL RAILWAY COMPANY,
as lessee

By: John A. Lumsdon
Its: Sr. Manager, Asset Financing

Note: On September 16, 1991 at 1:10 P.M., the Lease was filed with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) pursuant to 49 U.S.C. S11303 (now S11301) under recordation number 17527. The Lease Assignment Agreement ("Assignment") dated as of July 15, 1991 between SLX Canada Inc. and Royal Bank Leasing Inc. (in respect of this Lease and certain other leases) was similarly filed on September 18, 1991 at 1:05 P.M. under recordation number 17529.

The Lease was deposited in the Office of the Registrar General of Canada pursuant to Section 90 of the Railway Act of Canada (now Section 105 of the Canada Transportation Act).

PROVINCE OF QUEBEC	)	*In the matter of a Memorandum*
	) ss:	*dated as of April 1, 1999*
DISTRICT OF MONTREAL	)	*between Royal and CN.*

On this 14th day of April, 1999, before me personally appeared John A.N. Lamont, to me personally known, who, being by me duly sworn, says that he is Sr. Manager Asset Financing of Canadian National Railway Company, that the foregoing instrument was signed 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.

Attorney / Avocat

Bar #: 194066-0

PROVINCE OF QUEBEC	)	*In the matter of a Memorandum*
	) ss:	*dated as of April 1, 1999*
DISTRICT OF MONTREAL	)	*between Royal and CN.*

On this 30th day of April, 1999, before me personally appeared MICHELINE BÉLIVEAU, to me personally known, who, being by me duly sworn, says that he / she is MANAGER, DOCUMENTATION - LEASING of Royal Bank of Canada, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he / she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Commissioner for Oaths

Commissaire à l'Assermentation
LINA CARELLI
98.248
Tous les districts judiciaires du Québec

My commission expires: AUGUST 28, 2001

[Seal]

SCHEDULE A TO MEMORANDUM

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