

# HOPKINS & SUTTER

(A Partnership Including Professional Corporations)

2800 Livernois, Suite 220, Troy, MI 48083-1220  
TEL 248 740 6600 FAX 248 740 6613

WITH OFFICES IN  
CHICAGO • WASHINGTON DC • TROY

RECORDATION NO. 15202-A FILED

JUL 3 '97

2-06 PM

**MARY P. SCLAWY**  
Direct Line: 248.740.6602  
Email: msclawy@hopsut.com

June 18, 1997

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 Lease Termination and Equipment Disposition, dated as of June 2, 1997. The Lease Agreement ("Lease") which has been terminated was dated February 26, 1987. The units which were covered by the Lease are 49 covered hopper cars with AAR mechanical designation LO and bearing marks as shown on Schedule A, attached to this letter.

The Lease was recorded on April 3, 1987 and assigned recordation number 15202

The parties to the Lease are

Lessor: Helm Financial Corporation, seller of the hoppers

Lessee: Canadian National Railway Company, purchaser of the hoppers

Enclosed is our check in the amount of \$24

Please accept one counterpart of this document for filing, stamp the remaining

counterpart with your recordation number 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 48083-1220

Sincerely,



Mary P Sclawy

C John Lamont re CN 2-26-87 lease

PROVINCE OF QUEBEC )  
 ) ss:  
DISTRICT OF MONTREAL )

*In the matter of a Memorandum  
dated as of June 2, 1997.*

On this 3rd day of June, 1997, before me personally appeared John A N Lamont, to me personally known, who, being by me duly sworn, says that he / she is Sr Manager Asset Financing of Canadian National Railway Company, that the foregoing memorandum was signed on behalf of said corporation by authority of its Board of Directors, and he / she acknowledged that the execution of the foregoing memorandum was the free act and deed of said corporation

  
Commissioner for Oaths  
190021-8

My commission expires 31/03/98

[Seal]

STATE OF CALIFORNIA )  
 ) ss:  
CITY OF SAN FRANCISCO )

*In the matter of a Memorandum  
dated as of June 2, 1997.*

On this \_\_\_\_\_ day of \_\_\_\_\_, 1997, before me personally appeared \_\_\_\_\_, to me personally known, who, being by me duly sworn, says that he / she is \_\_\_\_\_ of Helm Financial Corporation, that the foregoing memorandum was signed on behalf of said corporation by authority of its Board of Directors, and he / she acknowledged that the execution of the foregoing memorandum was the free act and deed of said corporation

\_\_\_\_\_  
Notary Public

My commission expires \_\_\_\_\_

[Notarial Seal]

Exhibit A To Lease Termination

Forty-nine (49) covered hopper cars with AAR mechanical designation LO, built by Trinity Industries, Inc. of Dallas, Texas in 1980, in the numbers, and bearing the marks as specified below:

CN 383500 to CN 383548 inclusive

27

27

JUL 3 1997 2:06 PM

**MEMORANDUM OF LEASE TERMINATION AND EQUIPMENT DISPOSITION** dated as of June 2, 1997 between **Helm Financial Corporation** ("Helm") and the **Canadian National Railway Company** ("CN").

**WHEREAS**, Helm (as the successor in interest to The Chase Manhattan Bank of Canada, the successor in interest to Chemical Bank Canada Leasing Limited) is the lessor of the hopper cars, more particularly described in Exhibit A attached hereto and made a part hereof (the "Equipment") under that certain Lease Agreement dated February 26, 1987 (the "Lease") with CN as lessee.

**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 Helm and CN;
- 2) The Equipment was sold by Helm to CN;

and accordingly the parties have caused this memorandum to be executed by their officers thereunto duly authorized.

**HELM FINANCIAL CORPORATION,**  
as lessor and seller

**CANADIAN NATIONAL RAILWAY COMPANY,**  
as lessee and buyer

By: *John Pelaris*  
Its: CHIEF FINANCIAL OFFICER

By: *John Lemus*  
Its: Sr. Manager, Asset Finance

Note: On April 3, 1987 at 1:00 P.M., the Lease was filed with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) pursuant to 49 U.S.C. 11303 (now 11301) and assigned recordation number 15202.

On April 3, 1987 at 10:30 A.M., the Lease was deposited in the Office of the Registrar General of Canada pursuant to Section 86 (which became Section 90) of the Railway Act of Canada (now Section 105 of the Canada Transportation Act).

PROVINCE OF QUEBEC )  
DISTRICT OF MONTREAL )

) ss: *In the matter of a Memorandum  
dated as of June 2, 1997.*

On this \_\_\_\_ day of June, 1997, before me, \_\_\_\_\_,  
personally appeared \_\_\_\_\_, to me personally known, who,  
being by me duly sworn, says that he is the \_\_\_\_\_ of Helm  
Financial Corporation, that the foregoing memorandum was signed on  
behalf of said corporation by authority of its Board of Directors, and  
he acknowledge that the execution of the foregoing memorandum was the  
free act and deed of said corporation.

\_\_\_\_\_  
Commissioner for Oaths

My commission expires: \_\_\_\_\_

[Seal]

STATE OF CALIFORNIA )  
COUNTY OF SAN FRANCISCO )

) ss: *In the matter of a Memorandum  
dated as of June 2, 1997*

On this 2nd day of June, 1997, before me, Matthew M. Ogburn,  
personally appeared John F. Dains, to me personally known, who, being  
by me duly sworn, says that he is the Chief Financial Officer of Helm  
Financial Corporation, that the foregoing memorandum was signed on  
behalf of said corporation by authority of its Board of Directors, and  
he acknowledge that the execution of the foregoing memorandum was the  
free act and deed of said corporation.

*Matthew M. Ogburn*  
\_\_\_\_\_  
Notary Public

My commission expires: August 27, 1999

[Notarial Seal]

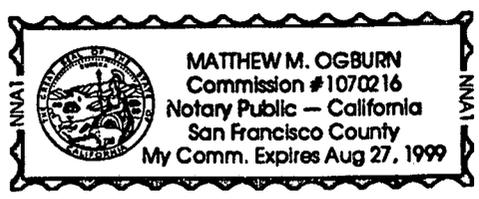


Exhibit A To Lease Termination

Forty-nine (49) covered hopper cars with AAR mechanical designation LO, built by Trinity Industries, Inc. of Dallas, Texas in 1980, in the numbers, and bearing the marks as specified below:

CN 383500 to CN 383548 inclusive

22