

# HOPKINS & SUTTER

(A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS)

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MARY P. SCLAWY  
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RECORDATION NO. 15485-E FILED

February 23, 1999

MAR 1 '99

10-00AM

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, dated as of February 1, 1999 between General Electric Railcar Services Corporation and Canadian National Railway Company.

The Lease is dated as of December 17, 1987. The rail cars subject to the Lease are 410 boxcars, bearing AAR mechanical designation XM and with the railroad reporting marks shown on Schedule A, attached to this letter.

The Lease was recorded with the ICC on January 26, 1988 and assigned recordation number 15485.

Parties to the Lease are:

Lessor: General Electric Railcar Services Corporation,  
assignee-in-interest of ITEL Rail Corporation

Lessee: Canadian National Railway Company

Enclosed is our check in the amount of \$26 for recordation of the document.

Secretary  
February 23, 1999  
Page 2

Please accept one counterpart 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 48083-1240

Sincerely,

A handwritten signature in black ink, appearing to read "Mary P. Sclawy". The signature is fluid and cursive, with a large initial "M" and "S".

Mary P. Sclawy

Enclosure  
C: John Lamont, o/f 20656-1020

**SCHEDULE A**

to Memorandum of Lease Termination, dated as of February 2, 1999

410 XM boxcars bearing road numbers:

CN 410553,  
CN 410563,  
CN 410572 to 410599 inclusive,  
CN 410631,  
CN 410638,

CN 415310 to 415373 inclusive,  
CN 415409 to 415484 inclusive,

CN 416385 to 416456 inclusive,  
CN 416586,  
CN 416633,  
CN 416657 to 416658 inclusive,  
CN 416722,

CN 410555,  
CN 410567,  
CN 410627 to 410628 inclusive,  
CN 410635,  
CN 410641 to 410649 inclusive,

CN 415378 to 415407 inclusive,  
CN 415919 to 415922 inclusive,

CN 416458 to 416566 inclusive,  
CN 416607,  
CN 416636,  
CN 416695,  
CN 416740,

MAR 1 '99

10-00 AM

**MEMORANDUM OF LEASE TERMINATION** dated as of February 1, 1999 between **General Electric Railcar Services Corporation**, as assignee-in-interest of *Itel Rail Corporation*, ("GERSCO") and **Canadian National Railway Company** ("CN").

**WHEREAS**, GERSCO is the lessor of four-hundred ten (410) boxcars, with A.A.R. mechanical designation XM, with the railroad marks and numbers specified hereinbelow:

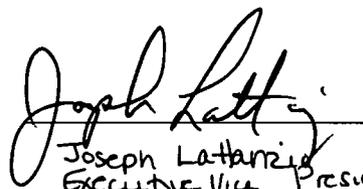
CN 410553,	CN 410555,
CN 410563,	CN 410567,
CN 410572 to 410599 inclusive,	CN 410627 to 410628 inclusive,
CN 410631,	CN 410635,
CN 410638,	CN 410641 to 410649 inclusive,
CN 415310 to 415373 inclusive,	CN 415378 to 415407 inclusive,
CN 415409 to 415484 inclusive,	CN 415919 to 415922 inclusive,
CN 416385 to 416456 inclusive,	CN 416458 to 416566 inclusive,
CN 416586,	CN 416607,
CN 416633,	CN 416636,
CN 416657 to 416658 inclusive,	CN 416695,
CN 416722,	CN 416740,

under that certain Lease Agreement dated as of December 17, 1987, as amended, (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 the Lease expired on its own terms and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized.

**GENERAL ELECTRIC RAILCAR SERVICES CORPORATION**,  
as assignee-in-interest of Itel Rail Corporation as lessor

**CANADIAN NATIONAL RAILWAY COMPANY**,  
as lessee

By:   
Its: Joseph Lattanzio  
Executive Vice President

By:   
Its: Sr. Manager, Asset Financing

Note: On January 26, 1988 at 3:05 P.M., the original lease was filed with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) pursuant to 49 U.S.C. S11303 (now S11301) and assigned recordation number 15485; and

On January 11, 1988, the original 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 )  
 ) ss:  
DISTRICT OF MONTREAL )

*In the matter of a Memorandum  
dated as of February 1, 1999.*

On this 26th day of January, 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 memorandum was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing memorandum was the free act and deed of said corporation.

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

My commission expires: 31/03/99

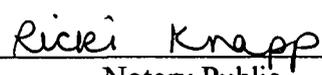
[Seal]

STATE OF ILLINOIS )  
 ) ss:  
COUNTY OF COOK )

*In the matter of a Memorandum  
dated as of February 1, 1999.*

On this 1st day of February, 1999, before me personally appeared Joseph Letanzio, to me personally known, who, being by me duly sworn, says that he / she is Executive Vice President of General Electric Railcar Services 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: 10/01/01

[Notarial Seal]

Surface Transportation Board  
Washington, D.C. 20423-0001

March 1, 1999

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

Dear Ms. Sclawy:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301 and  
and 49 CFR 1177.3 (c), on March 1, 1999 at 10:00 AM, and assigned  
recording number(s) 15485-E.

Sincerely Yours,

  
Vernon A. Williams  
Secretary

Enclosure(s)

\$ 26.00 The amount indicated at the left has been received in payment of a fee in  
connection with a document filed on the date shown. This receipt is issued for the amount  
paid. In the event of an error or any questions concerning this fee, you will receive a  
notification after the Surface Transportation Board has an opportunity to examine your  
document.

Signature: \_\_\_\_\_

