

# HOPKINS & SUTTER

(A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS)

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RECORDATION NO. 15763-A FILED

DEC 28 '98

11-10AM

MARY P. SCLAWY  
(248) 740-6602  
Direct Fax: (248) 740-6613  
E-Mail: [MSclawy@hopsut.com](mailto:MSclawy@hopsut.com)

20656-1020

December 14, 1998

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 November 30, 1998 and executed by U.S. Bank National Association and Grand Trunk Western Railroad Incorporated, pursuant to an Equipment Lease Agreement, dated as of July 21, 1988 (the "Lease"). The units covered by the Lease are 99 100-ton, 2,245 cubic foot gondola cars, marked GTW 147600 to 147693 and 147695 though 147699.

The Lease was recorded on July 29, 1988 and assigned recordation number 15763.

The parties to the Lease are:

Lessor: U.S. Bank National Association,  
f/k/a First Bank National Association

Lessee: Grand Trunk Western Railroad Incorporated,  
successor in interest to Grand Trunk Western Railroad Company

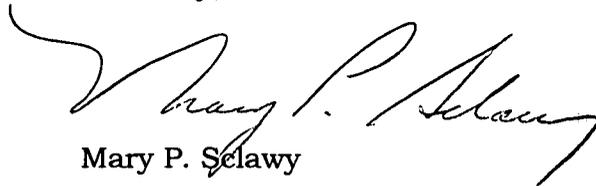
Enclosed is our check in the amount of \$26.

Secretary  
October 30, 1998  
Page 2

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 48083-1240

Sincerely,



Mary P. Sclawy

Enclosure

cc: John Lamont

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

Mary P. Sclawy  
Hopkins & Sutter  
2800 Livernois, Ste. 220  
Troy, Michigan 48083- 1220

Date: 12/28/98

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301

and 49 CFR 1177.3(c), on 12/28/98 at 11:10AM, and

assigned recordation number(s). 15763-A.

Sincerely Yours,

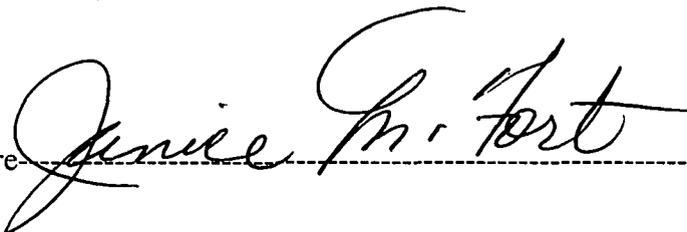
  
Vernon A. Williams

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



DEC 28 '98

11-10AM

**MEMORANDUM OF LEASE TERMINATION AND  
EQUIPMENT DISPOSITION** dated as of November 30, 1998  
between **U.S. Bank National Association** ("U.S. Bank") and  
**Grand Trunk Western Railroad Incorporated** ("GTW").

**WHEREAS**, U.S. Bank (formerly known as First Bank National Association) is the lessor of certain gondola cars, more particularly the ninety-nine (99) 100-ton 2,245 cubic foot 52'6" x 4'6" all steel gondola cars marked GTW 147600 to GTW 147693 inclusive and GTW 147695 to 147699 inclusive, (the "Equipment") under that certain Equipment Lease Agreement dated as of July 21, 1988 (the "Lease") with GTW (successor-in-interest to Grand Trunk Western Railroad Company) 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 U.S. Bank and GTW;
- 2) The Equipment was sold by U.S. Bank to GTW;

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

**U.S. BANK NATIONAL  
ASSOCIATION,**  
as lessor and seller

**GRAND TRUNK WESTERN  
RAILROAD INCORPORATED,**  
as lessee and buyer

By: Sally A. Oker L  
Its: SAD

By: Donna Lamont  
Its: Sr. Manager, Asset Financing

Note: On July 29, 1988 at 3:25 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) and assigned recordation number 15763.

PROVINCE OF QUEBEC )  
 ) ss:  
DISTRICT OF MONTREAL )

*In the matter of a Memorandum  
dated as of November 30, 1998.*

On this 18<sup>th</sup> day of November, 1998, before me personally appeared John A.N. Lamont, to me personally known, who, being by me duly sworn, says that he is duly authorized to state that the foregoing memorandum was signed on behalf of Grand Trunk Western Railroad Incorporated 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.

*Cristina Picelli*  
Commissioner for Oaths  
*Quebec Bar 183142-9*

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

[Seal]

STATE OF MINNESOTA )  
 ) ss:  
COUNTY OF HENNEPIN )

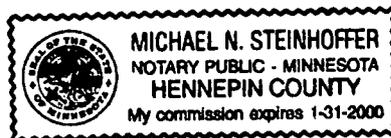
*In the matter of a Memorandum  
dated as of November 30, 1998.*

On this 30<sup>th</sup> day of November, 1998, before me personally appeared *Sally A. Oberstar*, to me personally known, who, being by me duly sworn, says that he / she is *a Sr. Vice Pres.* of U.S. Bank National Association, that the foregoing memorandum was signed on behalf of said national banking association 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.

*Michael N. Steinhoffer*  
Notary Public

My commission expires: *01.31.2000*

[Notarial Seal]



*de*