

RECORDATION NO. 24816-Z FILED

DEC 27 '05

**3-55 PM**

**SURFACE TRANSPORTATION BOARD**

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

December 27, 2005

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 two (2) copies of a Termination of Lease and Evidence of Sale, dated as of December 23, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Bill of Sale and Assignment Agreement previously filed with the Board under Recordation Number 24816-G.

The name and address of the party to the enclosed document are:

Lessor: CARCAT ULC  
Suite R  
480 West Dussel Drive  
Maumee, Ohio 43537

Lessee: Canadian National Railway Company  
935 de la Gauchetiere Street West  
Montreal, Quebec  
Canada H3B 2M9

Mr. Vernon A. Williams  
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A description of the railroad equipment covered by the enclosed document  
is:

100 boxcars: CN 406100 - CN 406199.

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

Termination of Lease and Evidence of Sale.

Also enclosed is a check in the amount of \$33.00 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

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SURFACE TRANSPORTATION BOARD

**TERMINATION OF LEASE AND EVIDENCE OF SALE**

THIS TERMINATION OF LEASE AND EVIDENCE OF SALE is made as of December 23, 2005 by CARCAT ULC (the "Lessor").

**WITNESSETH:**

**WHEREAS**, Progress Rail Services Corporation d/b/a Progress Rail Canada (predecessor-in-interest to Lessor) as lessor and **Canadian National Railway Company** as lessee ("Lessee") entered into that certain Schedule No. 5 dated as of May 24, 1999, to the Master Equipment Lease Agreement dated as of June 1, 1998, (collectively, the "Lease") covering the one-hundred (100) 50'6" plate F boxcars marked CNA 406100 to CNA 406199 inclusive (the "Equipment"); and

**WHEREAS**, to evidence the Lease, a Memorandum of Lease was deposited with the Registrar General of Canada on November 30, 1999;

**WHEREAS**, the Lease was first assigned, and the Equipment sold, to **Cap Acquire Canada, ULC**, with such assignment, and sale, recorded with the Surface Transportation Board under Recordation No. 24816-D and deposited with the Registrar General of Canada, both on February 12, 2004;

**WHEREAS**, the Lease was subsequently assigned, and the Equipment sold, to Lessor with such assignment, and sale, recorded with the Surface Transportation Board under Recordation No. 24816-G and deposited with the Registrar General of Canada, both on February 12, 2004; and

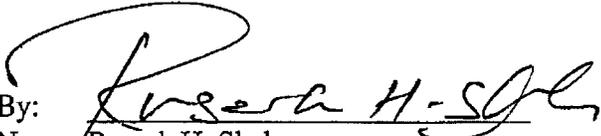
**WHEREAS**, (i) the duties and obligations of the parties to the Lease with respect to the Equipment have been satisfied and discharged and (ii) Lessee has purchased the Equipment from Lessor on or before the date hereof.

**NOW, THEREFORE**, Lessor wishes to show for the public record: (i) the termination of the Lease and (ii) its sale of the Equipment to Lessee.

[Execution on next page.]

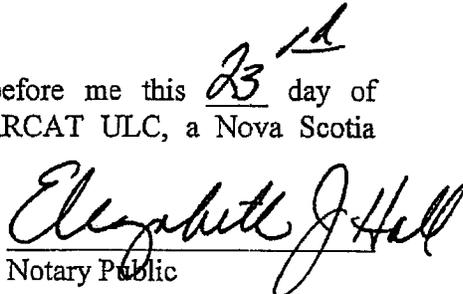
IN WITNESS WHEREOF, the Lessor has caused this Termination of Lease and Evidence of Sale to be duly executed as of the day and year hereinabove first written.

CARCAT ULC

By:   
Name: Rasesh H. Shah  
Title: Manager

STATE OF OHIO            )  
                                  ) ss:  
COUNTY OF LUCAS        )

The foregoing instrument was acknowledged before me this 23<sup>rd</sup> day of December, 2005, by Rasesh H. Shah, Manager of CARCAT ULC, a Nova Scotia unlimited liability company, on behalf of the company.

  
Notary Public

[Seal]

ELIZABETH J. HALL  
Attorney at Law  
Notary Public - State of Ohio  
My Commission has an Expiration Date.  
Section 1473.0 B.R.C.

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 12/27/05



\_\_\_\_\_  
Robert W. Alvord