

RECORDATION NO. 22712 A FILED

MAY 09 '08

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SURFACE TRANSPORTATION BOARD



FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

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VIA UPS 2nd DAY AIR

May 7, 2008

Ms. Anne K. Quinlan
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20024
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Termination

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Termination dated May 6, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memorandum of Lease which was duly filed on January 14, 2000 at 4:14 P.M. with the Surface Transportation Board under Recordation Number 22712. The names and addresses of the parties to the enclosed document are:

| | | | |
|---------|--|---------|--|
| Lessor: | First Union Rail Corporation One O'Hare Centre 6250 River Road, Suite 5000 Rosemont, IL 60018 | Lessee: | Illinois Central Railroad Company c/o Canadian National Railway 935 de la Gauchetiere St. West Montreal, QC H3B 2M9 |
|---------|--|---------|--|

The enclosed document is for twenty nine (29) 73 ft. centerbeam flat cars, with NOKL marks, which have been terminated in all respects and are no longer covered under the Lease.

A short summary of the document to appear in the index follows:
Memorandum of Lease Termination

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

A handwritten signature in black ink, appearing to read "Marcia Dunne".

Marcia Dunne
Rail Sr. Documentation Specialist

Enclosures
(10/19)

MEMORANDUM OF LEASE TERMINATION – RIDER NO. 8

MAY 09 '08

3-56 PM

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE TERMINATION (the "Memorandum") is made and entered into as of May 6, 2008 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Illinois Central Railroad Company ("Lessee"), an Illinois corporation.

WITNESSETH:

WHEREAS, Lessor and Lessee entered into that certain Lease Agreement dated as of September 18, 1997 and Rider No. 8 dated June 25, 1999 (collectively, the "Lease"), whereby Lessor has agreed to lease to Lessee certain railcars as more particularly described in on Exhibit A (the "Equipment"); and

WHEREAS, Lessor and Lessee entered into that certain Memorandum of Lease dated as of June 25, 1999, evidencing the above-described Lease of such Equipment, which was filed at the Surface Transportation Board on January 14, 2000 at 4:14 P.M. with primary recordation number 22712.

WHEREAS, the Lease between Lessor and Lessee has been terminated; and

NOW, THEREFORE, the Lessor desires to clarify the public record state as follows:

1. This Notice serves as notice that the Lease between Lessor and Lessee relating to the Equipment and evidenced by the Memorandum of Lease filed with the Surface Transportation Board, has been terminated in all respects.
2. All of the interest of the Lessee, its successors and assigns, in the equipment arising pursuant to the Lease have been terminated.
3. Lessor wishes to record this Notice of Termination of Lease and Termination of Memorandum of Lease so as to release the lien with respect to the Equipment.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written (and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation).

LESSOR:

FIRST UNION RAIL CORPORATION

Name: RICHARD F. SEYMOUR
Title: VICE PRESIDENT SALES & MARKETING

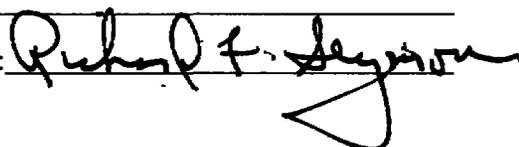
Signature: 

EXHIBIT A to MEMORANDUM OF TERMINATION OF LEASE

NUMBER OF CARS: Twenty nine (29)

DESCRIPTION OF CARS: 73 ft. Centerbeam Flat Cars

CAR NUMBERS: See below:

- NOKL 730077
- NOKL 730078
- NOKL 730079
- NOKL 730080
- NOKL 730081
- NOKL 730082
- NOKL 730084
- NOKL 730085
- NOKL 730086
- NOKL 730088
- NOKL 730089
- NOKL 730090
- NOKL 730091
- NOKL 730092
- NOKL 730093
- NOKL 730094
- NOKL 730095
- NOKL 730096
- NOKL 730400
- NOKL 730404
- NOKL 730405
- NOKL 730406
- NOKL 730407
- NOKL 730408
- NOKL 730409
- NOKL 730410
- NOKL 730412
- NOKL 730413
- NOKL 730414

Count: 29