

ALVORD AND ALVORD
ATTORNEYS AT LAW
1600 K STREET, NW
SUITE 200
WASHINGTON, D.C.
20006-2973
—
(202) 393-2266
FAX (202) 393-2156

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

12944-B FILED
MAY 16 '01 2:41 PM
SURFACE TRANSPORTATION BOARD
URBAN A. LESTER

May 16, 2001

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 four (4) copies of a Memorandum of Lease Termination, dated as of August 15, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed relates to the Equipment Lease, which was previously filed with the Commission under Recordation Number 12944.

The names and addresses of the parties to the enclosed document are:

Lessor: State Street Bank and
Trust Company
2 Avenue de Lafayette
Boston, MA 02111

Lessee: Grand Trunk Western Railroad
c/o Canadian National
935 de la Gauchetiere Street West
Montreal, Quebec
Canada H3B 2M9

A description of the railroad equipment covered by the enclosed document is:

80 covered hoppers GTW 138550 - GTW 138629

Mr. Vernon A. Williams
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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 \$28.00 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

MEMORANDUM OF LEASE TERMINATION dated
as of August 15, 2000 between **State Street Bank and
Trust Company** ("State Street") and **Grand Trunk
Western Railroad Incorporated** ("GTW").

RECORDATION NO. 12944-B FILE

MAY 16 '01 2-41 PM

SURFACE TRANSPORTATION BOARD

WHEREAS, **The Connecticut Bank and Trust Company** (predecessor-in-interest to State Street) as lessor (the "Lessor") and **Grand Trunk Western Railroad Company** (predecessor-in-interest to GTW) as lessee (the "Lessee") entered into the following agreements:

- 1) Equipment Lease dated as of June 13, 1980 (the "First Lease") covering eighty (80) 100-ton covered hopper cars marked **GTW 138550 to GTW 138629** inclusive built by Thrall Car Manufacturing Company; and
- 2) Equipment Lease dated as of June 13, 1980 (the "Second Lease") covering twenty (20) 100-ton covered hopper cars marked **GTW 138630 to GTW 138649** inclusive built by ACF Industries, Incorporated;

WHEREAS, on February 20, 1981 at 1:45 P.M., the First Lease and the Second Lease were filed with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) pursuant to Title 49 of the *United States Code* Section 11301 (now Section 11301) and assigned recordation numbers 12944 and 12943, respectively;

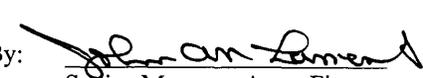
AND WHEREAS, the First Lease and the Second Lease were deposited with the Registrar General of Canada pursuant to Section 86 of the *Railway Act of Canada* (now Section 105 of the *Canada Transportation Act*).

IN WITNESS WHEREOF, the Lessor and the Lessee wish to show for the public record that both the First Lease and the Second Lease have been terminated and accordingly, have caused this Memorandum to be executed by their officers thereunto duly authorized.

**STATE STREET BANK AND
TRUST COMPANY**, not in
its individual capacity but solely
as trustee

**GRAND TRUNK WESTERN
RAILROAD INCORPORATED**,

By: 
Its: ASSISTANT VICE PRESIDENT

By: 
Its: Senior Manager Asset Finance

STATE OF MASSACHUSETTS)
)
COUNTY / CITY OF SUFFOLK)

On this 8th day of February, 2001, before me personally appeared ALISON DELLA BELLA, to me personally known, who, being by me duly sworn, says that he / she is ASSISTANT VICE PRESIDENT of State Street Bank and Trust Company, that the foregoing instrument was signed on behalf of said national association by authority of its Board of Directors, and he / she acknowledged that the execution of the foregoing instrument was the free act and deed of said national association.


Notary Public

My commission expires: _____ **Sandra M. Black**
Notary Public
My Commission Expires November 10, 2006

[Notarial Seal]

PROVINCE OF QUEBEC)
DISTRICT OF MONTREAL)

On this 7th day of May, 2001, 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 instrument 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 instrument was the free act and deed of said corporation.


Attorney

Bar Number: 190021-8