RECORDATION NO. 22061-A FILED

NOV 20 '01 4-23 PM

TS

SURFACE TRANSPORTATION BOARD

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)

OF COUNSEL
URBAN A. LESTER

November 19, 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 three (3) copies of a Memorandum of Lease Termination - Rider No. 7, dated as of May 15, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease Agreement - Rider No. 7 which was previously filed with the Board under Recordation Number 22061.

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

Lessor: First Union Rail Corporation
6250 River Road
Rosemont, Il 60018

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

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

151 railcars bearing NOKL reporting marks and road numbers attached hereto.

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

Memorandum of Lease Termination - Rider No. 7.

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

RIDER #7

Exhibit A

CAR NUMBERS

NOKL	730364	NOKL	730687	NOKL	730612	NOKL	730861
NOKL	730365	NOKL	730688	NOKL	730613	NOKL	730662
NOKL	730366	NOKL	730689	NOKL	730614	NOKL	730663
NOKL	730367	NOKL	730690	NOKL	730615	NOKL	730664
NOKL	730368	NOKL	730691	NOKL	730617	NOKL	730665
NOKL	730369	NOKL	730692	NOKL	730618	NOKL	730666
NOKL	730370	NOKL	730693	NOKL	730619	NOKL	730667
NOKL	730371	NOKL	730694	NOKL	730620	NOKL	730668
NOKL	730372	NOKL	730696	NOKL	730621	NOKL	730669
NOKL	730373	NOKL	730697	NOKL	730623	NOKL	730670
NOKL	730374	NOKL	730698	NOKL	730624	NOKL	730671
NOKL	730375	NOKL	730699	NOKL	730625	NOKL	730672
NOKL	730376	NOKL	730700	NOKL	730626	NOKL	730673
NOKL	730377	NOKL	730701	NOKL	730627	NOKL	730674
NOKL	730378	NOKL	730702	NOKL	730628	NOKL	730850
NOKL	730379	NOKL	730703	NOKL	730629	NOKL	730849
NOKL	730380	NOKL	730704	NOKL	730631		
NOKL	730381	NOKL	730705	NOKL	730632		
NOKL	730382	NOKL	730706	NOKL	730633		
NOKL	730383	NOKL	730707	NOKL	730634		
NOKL	730384	NOKL	730708	NOKL	730635		
NOKL	730385	NOKL	730709	NOKL	730636		
NOKL	730386	NOKL	730710	NOKL	730637		
NOKL	730387	NOKL	730711	NOKL	730638		
NOKL	730388	NOKL	730712	NOKL	730639		
NOKL	730389	NOKL	730713	NOKL	730640		
NOKL	730390	NOKL	730714	NOKL	730641		
NOKL	730391	NOKL	730715	NOKL	730643		
NOKL	730392	NOKL	730716	NOKL	730644		
NOKL	730393	NOKL	730717	NOKL	730645		
NOKL	730394	NOKL	730718	NOKL	730646		
NOKL	730395	NOKL	730719	NOKL	730647		
NOKL	730397	NOKL	730721	NOKL	730648		
NOKL	730675	NOKL	730722	NOKL	730649		
NOKL	730676	NOKL	730723	NOKL	730650		
NOKL	730677	NOKL	730724	NOKL	730651		
NOKL	730678	NOKL	730600	NOKL	730652		
NOKL	730679	NOKL	730601	NOKL	730653		
NOKL	730680	NOKL	730602	NOKL	730654		
NOKL	730681	NOKL	730603	NOKL	730655		
NOKL	730682	NOKL	730604	NOKL	730656		
NOKL	730683	NOKL	730608	NOKL	730657		
NOKL	730684	NOKL	730609	NOKL	730658		
NOKL	730685	NOKL	730610	NOKL	730659		
NOKL	730686	NOKL	730611	NOKL	730660		

MEMORANDUM OF LEASE TERMINATION – RIDER NO. 7

THIS MEMORANDUM OF LEASE TERMINATION (the "Memorandum") is made and entered into as of May 15, 2001 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Canadian National Railway Company ("Lessee"), a Canadian corporation.

WITNESSETH:

Lessor and Lessee entered into that certain Lease Agreement dated as of June 16, 1994 and Rider No. 7 thereto dated as of February 15, 1998, whereby Lessor leased to Lessee the one-hundred fifty-one (151) 73' centerbeam cars specified in Exhibit A hereto; and

Lessor and Lessee entered into that certain Memorandum of Lease Agreement dated as of July 15, 1997, evidencing the above described lease of such centerbeam cars, which was i) deposited at the Registrar General of Canada pursuant to Section 105 of the Canada Transportation Act on February 19, 1999 at 1:30 P.M and ii) filed at the Surface Transportation Board pursuant to 49 U.S.C Section 11301 on March 3, 1999 at 9:00 A.M. with assigned recordation number 22061.

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, to evidence upon the public record, the termination of such lease of such centerbeam cars.

LESSOR:

FIRST UNION RAIL CORPORATION

Name: Susan Barrie

Title: Regional Vice President, Sales

Signature: Susan A Barrie

PROVINCE OF QUEBEC

DISTRICT OF MONTREAL

I, Genevieve Forcier, an attorney of the Province aforesaid, certify that Susan A. Barrie personally appeared before me this day and acknowledged her due execution of the foregoing Memorandum.

WITNESS my hand, this 7th day of November 2001.

Attorney

190021-8

RECORDATION NO. 22061-A FILED

NOV 20 '01 4-23 PM

SURFACE TRANSPORTATION BOARD

LESSEE:

CANADIAN NATIONAL RAILWAY COMPANY

Name: John A.N. Lamont

Title: Sr. Manager, Asset Finance

Signature: John A.N. Lamont

PROVINCE OF QUEBEC

DISTRICT OF MONTREAL

I, Genevieve Forcier, an attorney of the Province aforesaid, certify that John A.N. Lamont personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum.

WITNESS my hand, this 7th day of November, 2001.

Attorney

#190021-8

RIDER #7

Exhibit A

CAR NUMBERS

NOKL	730364	NOKL	730687	NOKL	730612	NOKL	730661
NOKL	730365	NOKL	730688	NOKL	730613	NOKL	730662
NOKL	730366	NOKL	730689	NOKL	730614	NOKL	730663
NOKL	730367	NOKL	730690	NOKL	730615	NOKL	730664
NOKL	730368	NOKL	730691	NOKL	730617	NOKL	730665
NOKL	730369	NOKL	730692	NOKL	730618	NOKL	730666
NOKL	730370	NOKL	730693	NOKL	730619	NOKL	730667
NOKL	730371	NOKL	730694	NOKL	730620	NOKL	730668
NOKL	730372	NOKL	730696	NOKL	730621	NOKL	730669
NOKL	730373	NOKL	730697	NOKL	730623	NOKL	730670
NOKL	730374	NOKL	730698	NOKL	730624	NOKL	730671
NOKL	730375	NOKL	730699	NOKL	730625	NOKL	730672
NOKL	730376	NOKL	730700	NOKL	730626	NOKL	730673
NOKL	730377	NOKL	730701	NOKL	730627	NOKL	730674
NOKL	730378	NOKL	730702	NOKL	730628	NOKL	730850
NOKL	730379	NOKL	730703	NOKL	730629	NOKL	730849
NOKL	730380	NOKL	730704	NOKL	730631		
NOKL	730381	NOKL	730705	NOKL	730632		
NOKL	730382	NOKL	730706	NOKL	730633		
NOKL	730383	NOKL	730707	NOKL	730634		
NOKL	730384	NOKL	730708	NOKL	730635		
NOKL	730385	NOKL	730709	NOKL	730636		
NOKL	730386	NOKL	730710	NOKL	730637		
NOKL	730387	NOKL	730711	NOKL	730638		
NOKL	730388	NOKL	730712	NOKL	730639		
NOKL	730389	NOKL	730713	NOKL	730640		
NOKL	730390	NOKL	730714	NOKL	730641		
NOKL	730391	NOKL	730715	NOKL	730643		
NOKL	730392	NOKL	730716	NOKL	730644		
NOKL	730393	NOKL	730717	NOKL	730645		
NOKL	730394	NOKL	730718	NOKL	730646		
NOKL	730395	NOKL	730719	NOKL	730647		
NOKL	730397	NOKL	730721	NOKL	730648		
NOKL	730675	NOKL	730722	NOKL	730649		
NOKL	730676	NOKL	730723	NOKL	730650		
NOKL	730677	NOKL	730724	NOKL	730651		
NOKL	730678	NOKL	730600	NOKL	730652		
NOKL	730679	NOKL	730601	NOKL	730653		
NOKL	730680	NOKL	730602	NOKL	730654		
NOKL	730681	NOKL	730603	NOKL	730655		
NOKL	730682	NOKL	730604	NOKL	730656		
NOKL	730683	NOKL	730608	NOKL	730657		
NOKL	730684	NOKL	730609	NOKL	730658		
NOKL	730685	NOKL	730610	NOKL	730659		
NOKL	730686	NOKL	730611	NOKL	730660		