

RECORDATION NO. 16905-E FILED

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**SURFACE TRANSPORTATION BOARD**

OF COUNSEL  
URBAN A. LESTER

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

January 5, 2004

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 Memorandum of Boxcar Lease Termination, dated as of December 23, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete release of the boxcars and relates to the First Amendment to Lease of Railroad Equipment which was previously filed with the Board under Recordation Number 16905-A.

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

Lessor:	Wachovia Bank, N.A. 301 S. Tryon Street Charlotte, North Carolina 28288
Lessee:	Grand Trunk Western Railroad Incorporated c/o Canadian National Railway 935 de la Gauchetiere Street West Montreal, Quebec Canada H3B 2M9

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

194 boxcars within the series GTW 309000 - GTW 309399 as more particularly set forth in the equipment schedule attached to the document, and GTW 384100 - GTW 384199.

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

Memorandum of Boxcar Lease Termination.

Also enclosed is a check in the amount of \$30.00 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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(Boxcar Lease) SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF BOXCAR LEASE TERMINATION**  
dated as of December 23, 2003 between **Wachovia Bank, National Association** not in its individual capacity but solely as owner-trustee and **Grand Trunk Western Railroad Incorporated**.

WHEREAS, **Meridian Trust Company** (predecessor-in-interest to *Wachovia Bank, National Association*) as owner-trustee (the "Trustee") as lessor and **Grand Trunk Western Railroad Company** (predecessor-in-interest to *Grand Trunk Western Railroad Incorporated*) (the "Lessee") as lessee entered into a Lease of Railroad Equipment dated as of June 1, 1990 (the "Original Lease") covering i) the one-hundred ninety-four (194) autoparts boxcars more particularly described therein and on Schedule A hereto (the "Boxcars") and ii) the twenty (20) locomotives more particularly described therein;

WHEREAS, by a First Amendment to Lease of Railroad Equipment dated as of September 28, 1990 (the "First Amendment"), between the Trustee and the Lessee, the Original Lease was amended and bifurcated into two separate instruments of lease covering: i), in the first case, the Boxcars (the "Boxcar Lease") and ii), in the second case, such locomotives; and

IN WITNESS WHEREOF, the parties wish to show for the public record that as of the day and year first above written:

- 1) The Boxcar Lease was terminated by the Trustee and the Lessee; and
- 2) The Trustee sold the Boxcars to Lessee;

and accordingly have caused this Memorandum of Boxcar Lease Termination to be executed by their officers thereunto duly authorized.

**WACHOVIA BANK,  
NATIONAL ASSOCIATION,**  
not in its individual capacity but  
solely as owner-trustee

**GRAND TRUNK WESTERN  
RAILROAD INCORPORATED,**

By: 

By: 

Its:

Its: Sr. Manager, Asset Finance

GTW File Reference: CA 7667-2

Note: On June 27, 1990, the Original Lease was: i) filed with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) ("STB") pursuant to 49 U.S.C. 511303 (now 511301) and assigned recordation number 16905 and ii) deposited in the Office of the Registrar General of Canada ("RGC") pursuant to Section 90 of the Railway Act of Canada (now Section 105 of the Canada Transportation Act).

The First Amendment was: i) on February 7, 1991 similarly filed with the STB and assigned secondary recordation number 16905-A and ii) on March 21, 1991 similarly deposited in the RGC.

STATE OF DELAWARE )  
 )  
CITY OF WILMINGTON ) ss:

On this 22<sup>nd</sup> day of December, 2003, before me personally appeared Rita Marie Ritarato, to me personally known, who, being by me duly sworn, says that he / she is Trust Officer of Wachovia Bank, National Association, 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.

Sheri M Robinson  
Notary Public

My commission expires: 10/9/04

[Notarial Seal]

NOTARIAL SEAL  
SHERI M. ROBINSON, NOTARY PUBLIC  
STATE OF DELAWARE  
Date of Appointment: 10-09-00  
My Commission Expires: October 9, 2004

PROVINCE OF QUEBEC )  
 )  
DISTRICT OF MONTREAL ) ss:

On this 23<sup>rd</sup> day of December, 2003, 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.

[Signature]  
188726-2

Attorney / Avocat

Bar #: 188726-2

**SCHEDULE A TO MEMORANDUM OF BOXCAR LEASE TERMINATION**

**First Group of Boxcars**

Number of Units: 94

Type of Units: 50' 70-ton cushion underframe XL (A432) boxcars

Marks & Numbers of Units: GTW 309000 to GTW 309315 inclusive;  
GTW 309317 to GTW 309320 inclusive;  
GTW 309322 to GTW 309343 inclusive;  
GTW 309345 to GTW 309351 inclusive;  
GTW 309353 to GTW 309356 inclusive;  
GTW 309358 to GTW 309370 inclusive; and  
GTW 309372 to GTW 309399 inclusive.

**Second Group of Boxcars**

Number of Units: 100

Type of Units: 60' 70-ton cushion underframe XP (A602) boxcars

Marks & Numbers of Units: GTW 384100 to GTW 384199 inclusive.