

RECORDATION NO. 20995-B FILED

JAN 08 '04 2-42 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

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

Tel 847 318-7575
Fax 847 318-7588



VIA UPS NEXT DAY AIR

January 7, 2004

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Termination

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated January 6, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 20995.

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

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Central Michigan Railway Company
1424 Straits Drive
Boy City, MT 48706

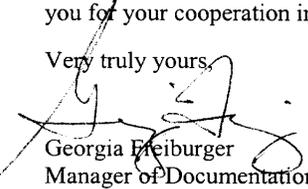
A description of the railroad equipment covered by the enclosed document is twenty-five (25) 4750 cu. ft. covered hopper cars with NOKL marks (see Exhibit A for car numbers).

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 \$30.00 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) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,


Georgia Freiburger
Manager of Documentation

Enclosure

(CMGN002/003)

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MEMORANDUM OF LEASE TERMINATION SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE TERMINATION (the "Memorandum") is made and entered into as of January 6, 2004 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Central Michigan Railway Company ("Lessee").

WITNESSETH:

WHEREAS, Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of September 29, 1997, whereby Lessor has agreed to lease to Lessee twenty-five (25) 4750 cu. ft. covered hoppers (the "Railcars") marked NOKL listed on Exhibit A, as more specifically described in the Memoranda of Lease dated September 29, 1997 and August 7, 2000, with respect thereto which was recorded with the Surface Transportation Board on November 13, 1997 at 10:11 a.m. under Recordation Number 20995, and on October 17, 2000 at 10:28 a.m. under Recordation Number 20995-A pursuant to the provisions of 49 U.S.C. Section 11301(a).

NOW, THEREFORE, the parties desiring to clarify the public record state as follows;

1. This Memorandum serves as notice that the lease between First Union Rail Corporation and Central Michigan Railway Company, as Lessee, relating to the twenty-five (25) 4750 cu. ft. covered hoppers and evidenced by each MEMORANDUM OF LEASE filed with the Surface Transportation Board and recorded under Recordation Nos. 20995 and 20995-A, have been terminated in all respects.
2. All of the interest of the Lessee, its successors and assigns, in the Railcars arising pursuant to the Lease have been terminated.
3. Lessor and Lessee agree to record this Memorandum so as to release the lien with respect to the Railcars.

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 Railcars.

LESSOR: FIRST UNION RAIL CORPORATION

By: Richard F. Seymour
Name: RICHARD F. SEYMOUR
Title: Vice President Sales & Marketing

LESSEE:

CENTRAL MICHIGAN RAILWAY COMPANY

By: James P. Pitt
Name: James P. Pitt
Title: Chief Operating Officer

STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

I, SUSAN GROKULSKY, a Notary Public of the State and County aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum.

WITNESS my hand and official stamp or seal, this 6th day of January, 2004.

Susan Grokulskey
Notary Public

My Commission Expires:

8-14-2004



STATE OF MICHIGAN)
) ss
COUNTY OF BAY)

I, Connie D. Rosser, a Notary Public for the State and County aforesaid, certify that James P. Kelly personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum.

WITNESS my hand, this 5th day of January, 2004.

Connie D. Rosser
Notary Public

My Commission Expires:

CONNIE D. ROSSER
Notary Public, Iosco County, MI
My Commission Expires 03/16/2005

EXHIBIT A - MEMORANDUM OF LEASE TERMINATION OF RIDER NOS. 1 AND 2

NUMBER OF CARS: Twenty-five (25)

DESCRIPTION OF CARS: 4750 cu. ft. covered hopper cars

CAR NUMBERS:

NOKL	54
NOKL	105
NOKL	106
NOKL	108
NOKL	111
NOKL	113
NOKL	117
NOKL	118
NOKL	121
NOKL	122
NOKL	3017
NOKL	3036
NOKL	3042
NOKL	3086
NOKL	3103
NOKL	3129
NOKL	3133
NOKL	3139
NOKL	3199
NOKL	3227
NOKL	3241
NOKL	3303
NOKL	3354
NOKL	3629
NOKL	200001
Count:	25