

RECORDATION NO. 21311-D FILED
JAN 28 2004 12-37 PM
SURFACE TRANSPORTATION BOARD
OF COUNSEL
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

January 28, 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 Termination of Lease, dated as of July 30, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease which was previously filed with the Board under Recordation Number 21311.

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

Lessor: Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee
Rodney Square North
1100 North Market Street
Wilmington, DE 19890-1605

Lessee: Progress Rail Services Corporation d/b/a
Progress Rail Canada
1000 Sherbrooke Street West
24th Floor
Montreal, Quebec
Canada H3H 2R9

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

449 boxcars: SLGG 10000 – SLGG 10449, except SLGG 10249.

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

Termination of Lease.

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

RECORDATION NO. 21311-D FILED

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TERMINATION OF LEASE

SURFACE TRANSPORTATION BOARD

1. This Termination of Lease ("Termination") is effective as of July 30, 2003, between Progress Rail Services Corporation, d/b/a Progress Rail Canada ("Lessee") and Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee under a Trust Agreement dated as of April 3, 1998 ("Lessor"), and relates to:

(a) that Equipment Leasing Agreement dated April 1, 1998 between Lessor (successor by assignment to Railcar, Ltd.) and Lessee, and the related Lease Supplement No. One dated April 1, 1998 (the "Lease") pursuant to which Lessor leased to Lessee four hundred fifty (450) 50-ft., 100-ton boxcars, bearing the reporting marks and numbers SLGG 10000 - 10449 inclusive (the "Original Cars"). The Lease was evidenced by that certain Memorandum of Lease and Assignment dated April 3, 1998 which was recorded with the Surface Transportation Board ("STB") on April 3, 1998 and assigned recordation number 21311.

(b) that Amendment to Lease dated November 30, 1999 ("Amendment No. 1") pursuant to which the parties substituted the Original Cars with the cars bearing the reporting marks and numbers attached hereto as Exhibit A (the "Substitute Cars"). A Memorandum of Amendment No. 1 to Lease was not recorded with the STB.

(c) that Equipment Leasing Agreement Amendment No. 2 dated February 18, 2003 ("Amendment No. 2") pursuant to which the term of the lease was extended to five (5) years and four (4) months. A Memorandum of Amendment No. 2 to Lease was not recorded with the STB.

2. Lessor has released its interest, including any security interest in the Original Cars.

3. Pursuant to that certain Bill of Sale and Release Agreement effective July 30, 2003, Lessor has sold, transferred and assigned to Lessee all of its right, title and interest in the Substitute Cars.

4. The Lease has terminated, effective July 30, 2003.

5. This Termination may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes

[Signature Page Follows]

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be effective as of the 30th day of July, 2003.

PROGRESS RAIL SERVICES CORPORATION,
D/B/A PROGRESS RAIL CANADA

By: 
Name: James V. Smallwood
Title: Senior Vice President

WILMINGTON TRUST COMPANY, not in its
individual capacity but solely as Owner Trustee

By: _____
Name:
Title:

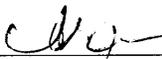
[Notary Acknowledgements Follow]

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be effective as of the 30th day of July, 2003.

PROGRESS RAIL SERVICES CORPORATION,
D/B/A PROGRESS RAIL CANADA

By: _____
Name:
Title:

WILMINGTON TRUST COMPANY, not in its
individual capacity but solely as Owner Trustee

By:  _____
Name: Tira L. Johnson
Title: Financial Services Officer

[Notary Acknowledgements Follow]

State of Georgia, County of Fulton

On December 30, 2003, before me personally appeared James V. Smallwood, to me personally known, who being by me duly sworn says that he is Senior Vice President of Progress Rail Services Corporation, d/b/a Progress Rail Canada, and that he executed the foregoing instrument on behalf of said corporation 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.



Notary Public
My commission expires: May 29, 2007

[NOTARIAL SEAL]

State of _____, County of _____

On _____, 2003, before me personally appeared _____, to me personally known, who being by me duly sworn says that he is _____ of Wilmington Trust Company, not in its individual capacity but solely as Owner Trustee, and that he executed the foregoing instrument on behalf of said corporation 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.

Notary Public
My commission expires:

[NOTARIAL SEAL]

State of _____, County of _____

On _____, 2003, before me personally appeared _____, to me personally known, who being by me duly sworn says that he is _____ of Progress Rail Services Corporation, d/b/a Progress Rail Canada, and that he executed the foregoing instrument on behalf of said corporation 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.

Notary Public
My commission expires:

[NOTARIAL SEAL]

State of Delaware, County of New Castle

On _____, 2003, before me personally appeared Tira L. Johnson, to me personally known, who being by me duly sworn says that she is Financial Services Officer of Wilmington Trust Company, not in its individual capacity but solely as Owner Trustee, and that she executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Kimberly E. Faulhaber
Notary Public
My commission expires:

[NOTARIAL SEAL]

KIMBERLY ELIZABETH FAULHABER
NOTARY PUBLIC - DELAWARE
My Commission Expires April 9, 2005

EXHIBIT A
DESCRIPTION OF SUBSTITUTE RAILCARS

See attached Tracking Report

Con	Car Mark	Car Num	Car		Lease Termination		Cust Name	Dec 03
			Code	Owner Num	Date			
CNA406110	CNA	406110	A405	3254	31-Aug-06	Canadian National Railway	Progress Rail - Canada - 245	
CNA406111	CNA	406111	A405	3254	31-Aug-06	Canadian National Railway	Progress Rail - Canada - 245	
CNA406112	CNA	406112	A405	3254	31-Aug-06	Canadian National Railway	Progress Rail - Canada - 245	
CNA406113	CNA	406113	A405	3254	31-Aug-06	Canadian National Railway	Progress Rail - Canada - 245	
CNA406114	CNA	406114	A405	3254	31-Aug-06	Canadian National Railway	Progress Rail - Canada - 245	
CNA406115	CNA	406115	A405	3254	31-Aug-06	Canadian National Railway	Progress Rail - Canada - 245	
CNA406116	CNA	406116	A405	3254	31-Aug-06	Canadian National Railway	Progress Rail - Canada - 245	
CNA406117	CNA	406117	A405	3254	31-Aug-06	Canadian National Railway	Progress Rail - Canada - 245	
CNA406118	CNA	406118	A405	3254	31-Aug-06	Canadian National Railway	Progress Rail - Canada - 245	