

RECORDATION NO. 17399-A FILED

FEB 26 '04 9-51 AM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
—
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

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

OF COUNSEL
URBAN A. LESTER

February 25, 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 three (3) copies of a Memorandum of Lease Termination, dated as of January 2, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed relates to the Lease of Railroad Equipment previously filed with the Board under Recordation Number 17399.

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

Lessor: John Hancock Life Insurance Company
200 Clarendon Street
Boston, MA 02117

Lessee: Grand Trunk Western
Railroad Incorporated
P.O. Box 8100
Montreal, PQ
Canada H3C 3N4

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

60 railcars GTW 86000 – GTW 86059

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 \$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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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE TERMINATION
dated as of January 2, 2004 between **John Hancock Leasing Corporation** ("JHL") and **Grand Trunk Western Railroad Incorporated** ("GTW").

WHEREAS, JHL as lessor and **Grand Trunk Western Railroad Company** (predecessor-in-interest to GTW) as lessee entered into a Lease of Railroad Equipment dated as of June 1, 1991 (the "Lease") covering the sixty (60) 100-ton ballast cars marked GTW 86000 to GTW 86059 inclusive (the "Equipment");

WHEREAS, i) on June 27, 1991 at 10:30 A.M., the Lease was filed with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) pursuant to 49 U.S.C. S11303 (now S11301) and assigned recordation number 17399 and ii) on June 27, 1991 at 2:15 P.M., the Lease was deposited at the Registrar General of Canada pursuant to Section 90 of the Railway Act of Canada (now Section 105 of the Canada Transportation Act).

IN WITNESS WHEREOF, JHL and GTW wish to show for the public record that as of the date first above written:

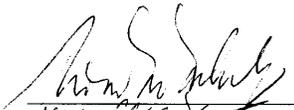
- 1) The Lease has been terminated effective as of the date hereof in respect of the Equipment;
- 2) JHL has sold the Equipment to GTW effective as of the date hereof;

and accordingly, have caused this Memorandum to be executed by their officers thereunto duly authorized.

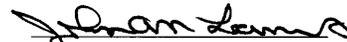
JOHN HANCOCK LEASING CORPORATION,

GRAND TRUNK WESTERN RAILROAD INCORPORATED,

By:
Its:


VICT. PRES. DENT

By:
Its:


Sr. Manager, Asset Finance

COMMONWEALTH OF MASSACHUSETTS)
) ss:
COUNTY OF SUFFOLK)

On this ^{Feb.} 10th day of ~~January~~, 2004, before me personally appeared Thomas MacArthur to me personally known, who, being by me duly sworn, says that he / she is V P of John Hancock Leasing Corporation, that the foregoing instrument was signed on behalf of said corporation 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 corporation.


Notary Public

My commission expires: 11/27/09

[Notarial Seal]

PROVINCE OF QUEBEC)
) ss:
DISTRICT OF MONTREAL)

On this ^{February} 12th day of ~~January~~, 2004, 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 / Avocat

Bar #: 188726-2