RECORDATION NO. 20999-B FILED

NOV 0 8 '04 3-50PM

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

November 8, 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 Partial Termination of Lease Assignment, dated as of November 1, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Assignment which was previously filed with the Board under Recordation Number 20999-A.

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

Assignee: Summer Street Capital Trust
c/o TD Trust Company
Commercial Union Tower
100 Wellington Street West,
Toronto, Ontario M5K 1A2
Canada

[Assignor: Bombardier Finance Inc.
6815A 40th St SE
Calgary Alberta T2C 2W7
Canada]

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

300 center beam flat cars: CN 623800 – CN 624099.

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

Partial Termination of Lease Assignment.

Also enclosed is a check in the amount of $32.00 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. 20999-B FILED

NOV 0 8 '04 3-50 PM

SURFACE TRANSPORTATION BOARD

(Groups II & III)

PARTIAL TERMINATION OF LEASE ASSIGNMENT

PARTIAL TERMINATION OF LEASE ASSIGNMENT dated as of November 1, 2004 by **Summer Street Capital Trust** (the "Assignee") (a trust established under the laws of Ontario pursuant to a declaration of trust made by **TD Trust Company**, a trust company established under the laws of Canada) with reference to the following:

1. The Assignee and **Bombardier Finance Inc**. (the "Assignor") entered into an Assignment of Leases dated as of December 11, 1997 (the "Assignment") whereby, among other things, the Assignor assigned to the Assignee a security interest in all of the Assignor's right, title and interest in certain leases (as described in items 3), 4) and 5) below) with **Canadian National Railway Company** ("CN") as lessee covering: (a) three-hundred (300) hopper cars marked **CN 389000 to CN 389299 inclusive** (the "Group I Equipment"), (b) one-hundred fifty (150) center beam flat cars marked **CN 623800 through CN 623949 inclusive** (the "Group II Equipment") and (c) one-hundred fifty (150) center beam flat cars marked **CN 623950 through CN 624099 inclusive** (the "Group III Equipment");

2. Evidence of the Assignment, by way of a Summary of Lease Assignment dated as of December 11, 1997 between the Assignor and the Assignee, was: (i) filed at the Surface Transportation Board ("STB") on December 19, 1997 at 1:35 P.M under primary recordation number 21091 (and under secondary recordation numbers 20762-B, 20999-A and 21000-A) and (ii) deposited at the Registrar General of Canada ("RGC") on December 19, 1997 at 1:30 P.M. under document key 10648;

3. Evidence of the assigned lease of the Group I Equipment; by way of a Memorandum of Lease Agreement dated as of April 1, 1997 between **Greenbrier Leasing Corporation** (predecessor-in-interest to the Assignor) and CN, was: (i) filed at the STB on July 14, 1997 at 2:25 P.M under primary recordation number 20762 and (ii) deposited at the RGC on July 16, 1997;

4. Evidence of the assigned lease of the Group II Equipment (the "CN Lease II"), by way of a First Memorandum of Railcar Lease Agreement dated as of October 1, 1997 between the Assignor and CN, was: (i) filed at the STB on November 13, 1997 at 10:58 A.M under primary recordation number 20999 and (ii) deposited at the RGC on November 13, 1997 at 12:04 P.M.;

5. Evidence of the assigned lease of the Group III Equipment (the "CN Lease III"), by way of a Second Memorandum of Railcar Lease Agreement dated as of October 1, 1997 between the Assignor and CN, was: (i) filed at the STB on November 13, 1997 at 10:58 A.M under primary recordation number 21000 and (ii) deposited at the RGC on November 13, 1997 at 12:05 P.M.; and

6. In respect of the CN Lease II and the CN Lease III only, the Assignee desires to set forth for the public record the matters specified below.

NOW THEREFORE, for good and valuable consideration, the Assignee hereby (i) terminates the Assignment (other than such indemnity and other provisions which by their nature are designed to survive the termination thereof) in respect of the CN Lease II and the

CN Lease III only and (ii) releases any security interests in the CN Lease II and the CN Lease III, all effective as of the day and year first above written.

IN WITNESS WHEREOF, the Assignee has executed this Partial Termination of Lease Assignment by its officer thereunto duly authorized.

Summer Street Capital Trust,
by its administrative agent,
Bank of Tokyo-Mitsubishi (Canada)

By: _____
Name: Amos Simpson
Title: Sr. Vice-President and General Manager

PROVINCE OF QUEBEC)
) ss:
DISTRICT OF MONTREAL)

On this 28th day of October, 2004, before me personally appeared Amos W. Simpson, to me personally known, who, being by me duly sworn, says that he is Sr. Vice-President and General Manager of Bank of Tokyo-Mitsubishi (Canada), that the foregoing instrument was signed on behalf of said bank 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 bank.

(Seal) JOHN LAMONT
Commissioner for Oaths
Commissaire à l'assermentation
Province of Quebec
Expires September 14, 2007

_____
Commisioner for Oaths
My commission expires: 9/14/07