

RECORDATION NO. 21647-13 FILED

MAR 07 '05 3-50 PM

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

March 7, 2005

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 January 1, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete termination and relates to the Memorandum of Lease Agreement previously filed with the Board under Recordation Number 21647.

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

- Lessor: Canadian National Railway Company
935 de la Gauchetiere Street West
Montreal, Quebec
Canada H3B 2M9
- [Lessee: Greenbrier Leasing Corporation
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035]

Mr. Vernon A. Williams
March 7, 2005
Page 2

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

310 flatcars within the series CN 638003 - CN 639625 as more particularly set forth in the equipment schedule attached to the document.

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

Termination of Lease.

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. 21647-B FILED

TERMINATION OF LEASE

MAR 07 '05 3-50 PM

This Termination of Lease, effective as of January 1, 2005, terminates the Lease Agreement dated as of June 4, 1998 and ii) the Amendment to Lease Agreement dated as of December 21, 1998 between **Canadian National Railway Company**, Lessor, and **Greenbrier Leasing Corporation**, Lessee, covering three-hundred ten (310) 85-foot intermodal flatcars with 100-ton trucks with the capability of handling four 20-foot containers bearing the marks and numbers on the attached Equipment List.

A Memorandum of Lease Agreement dated as of June 4, 1998 between the Lessor and the Lessee, evidencing such Lease Agreement, was recorded i) with the Surface Transportation Board on September 11, 1998 and assigned primary Recordation Number 21647 and ii) with the Registrar General of Canada.

An Amendment dated as of December 21, 1998 to Memorandum of Lease Agreement dated as of June 4, 1998 between the Lessor and the Lessee, evidencing such Amendment to Lease Agreement, was recorded i) with the Surface Transportation Board on April 26, 1999 and assigned secondary Recordation Number 21647-A and ii) with the Registrar General of Canada on April 27, 1999.

This Termination of Lease shall not impair or terminate the rights and obligations of the parties under such Lease Agreement and such Amendment to Lease Agreement which expressly survive their termination.

CANADIAN NATIONAL RAILWAY COMPANY, Lessor

By: *John A.N. Lamont*
Title: Sr. Manager, Asset Finance

PROVINCE OF QUEBEC)
) ss.
DISTRICT OF MONTREAL)

On this 7th day of March, 2005, before me personally appeared John A.N. Lamont, to me personally known, who being by me duly sworn, says that he is the Sr. Manager, Asset Finance of Canadian National Railway Company that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

John A.N. Lamont
Attorney, Bar of Quebec
My bar number is 188726-2.

Equipment List – 310 COFC Cars
(As amended as of December 21, 1998)

CN 638003	CN 638105	CN 639231	CN 639326	CN 639413	CN 639557
CN 638004	CN 638108	CN 639232	CN 639328	CN 639414	CN 639558
CN 638005	CN 638109	CN 639233	CN 639329	CN 639415	CN 639560
CN 638006	CN 638114	CN 639236	CN 639330	CN 639416	CN 639561
CN 638009	CN 638118	CN 639237	CN 639331	CN 639417	CN 639564
CN 638012	CN 638119	CN 639238	CN 639332	CN 639418	CN 639567
CN 638013	CN 638120	CN 639239	CN 639333	CN 639419	CN 639570
CN 638019	CN 638121	CN 639242	CN 639334	CN 639420	CN 639571
CN 638020	CN 638123	CN 639243	CN 639335	CN 639421	CN 639573
CN 638021	CN 638125	CN 639244	CN 639336	CN 639422	CN 639575
CN 638023	CN 638128	CN 639245	CN 639337	CN 639423	CN 639577
CN 638024	CN 638129	CN 639246	CN 639338	CN 639425	CN 639585
CN 638025	CN 638134	CN 639247	CN 639339	CN 639426	CN 639586
CN 638026	CN 638136	CN 639248	CN 639340	CN 639428	CN 639587
CN 638027	CN 638141	CN 639249	CN 639341	CN 639429	CN 639588
CN 638028	CN 638142	CN 639250	CN 639342	CN 639430	CN 639592
CN 638032	CN 638145	CN 639251	CN 639344	CN 639431	CN 639594
CN 638033	CN 638146	CN 639252	CN 639346	CN 639432	CN 639595
CN 638034	CN 638147	CN 639254	CN 639347	CN 639434	CN 639596
CN 638035	CN 638148	CN 639255	CN 639349	CN 639439	CN 639601
CN 638041	CN 638160	CN 639256	CN 639352	CN 639441	CN 639606
CN 638047	CN 638501	CN 639259	CN 639354	CN 639442	CN 639607
CN 638048	CN 638507	CN 639262	CN 639355	CN 639444	CN 639611
CN 638049	CN 638511	CN 639263	CN 639358	CN 639447	CN 639612
CN 638051	CN 638512	CN 639264	CN 639359	CN 639448	CN 639615
CN 638052	CN 638515	CN 639265	CN 639360	CN 639450	CN 639618
CN 638054	CN 638516	CN 639266	CN 639361	CN 639451	CN 639620
CN 638055	CN 638518	CN 639268	CN 639367	CN 639452	CN 639621
CN 638057	CN 638521	CN 639270	CN 639368	CN 639454	CN 639624
CN 638058	CN 638522	CN 639274	CN 639369	CN 639456	CN 639625
CN 638059	CN 638523	CN 639275	CN 639370	CN 639457	
CN 638062	CN 638528	CN 639279	CN 639373	CN 639458	
CN 638064	CN 638700	CN 639284	CN 639375	CN 639459	310 Cars
CN 638069	CN 638711	CN 639285	CN 639376	CN 639461	
CN 638070	CN 638712	CN 639288	CN 639377	CN 639462	
CN 638074	CN 639202	CN 639289	CN 639378	CN 639463	
CN 638075	CN 639205	CN 639290	CN 639379	CN 639464	
CN 638076	CN 639207	CN 639291	CN 639380	CN 639527	
CN 638077	CN 639208	CN 639293	CN 639383	CN 639528	
CN 638078	CN 639209	CN 639295	CN 639385	CN 639529	
CN 638081	CN 639210	CN 639297	CN 639386	CN 639531	
CN 638083	CN 639211	CN 639298	CN 639388	CN 639532	
CN 638084	CN 639214	CN 639299	CN 639389	CN 639533	
CN 638085	CN 639215	CN 639302	CN 639391	CN 639535	
CN 638086	CN 639216	CN 639304	CN 639393	CN 639536	
CN 638087	CN 639219	CN 639305	CN 639394	CN 639537	
CN 638088	CN 639220	CN 639309	CN 639397	CN 639538	
CN 638089	CN 639221	CN 639312	CN 639400	CN 639539	
CN 638090	CN 639222	CN 639313	CN 639401	CN 639540	
CN 638091	CN 639223	CN 639317	CN 639402	CN 639542	
CN 638092	CN 639225	CN 639318	CN 639403	CN 639543	
CN 638093	CN 639226	CN 639320	CN 639405	CN 639545	
CN 638096	CN 639227	CN 639321	CN 639407	CN 639547	
CN 638098	CN 639228	CN 639322	CN 639408	CN 639552	
CN 638099	CN 639229	CN 639323	CN 639410	CN 639553	
CN 638102	CN 639230	CN 639325	CN 639411	CN 639554	

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 3/7/05



Robert W. Alvord