

RECORDATION NO. 23765-R FILED

AUG 31 '05 2-26 PM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL  
URBAN A. LESTER

August 31, 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 Memorandum of Lease Termination dated as of August 1, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Amendment No. 1 to Memorandum of Lease Agreement which was previously filed with the Board under Recordation Number 23765-J and is a complete termination of the lease relationship described therein.

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 Illinois 60018-4214

Lessee: Canadian National Railway Company  
935 de la Gauchetiere Street West  
Montreal, Quebec  
Canada H3B 2M9

Mr. Vernon A. Williams  
August 31, 2005  
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A description of the railroad equipment covered by the enclosed document is:

150 boxcars, 145 within the series CN 406500 - CN 406649, and CN 406273 - CN 406277.

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

Memorandum of Lease Termination.

Also enclosed is a check in the amount of \$33.00 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. 23765-R FILED

RIDER NO. 2

MEMORANDUM OF LEASE TERMINATION **AUG 31 '05** **2-26 PM**  
dated as of August 1, 2005 between **First Union Rail Corporation ("FURC")** and **Canadian National Railway Company ("CN")** **SURFACE TRANSPORTATION BOARD**

**WHEREAS**, FURC as lessor and CN as lessee entered into: i) a Lease Agreement dated as of June 16, 1994, ii) a Rider No. 2 dated as of August 1, 1995 thereto and iii) an Amendment No. 1 to Rider No. 2 dated as of October 15, 2002 (collectively, the "Lease");

**WHEREAS**, the Lease covered i), at its inception, one-hundred fifty (150) 50'6" plate F boxcars marked **CN 406500 to 406649 inclusive** and ii), latterly in replacement of five (5) of the foregoing such boxcars, five (5) 50'6" plate F boxcars marked **CNA 406273 to 406277 inclusive** (collectively, the "Equipment") as more particularly described therein;

**WHEREAS**, a Memorandum of Lease Agreement (evidencing such Rider No. 2) was deposited on November 9, 1995 at 10:00 A.M. with the Registrar General of Canada; and

**WHEREAS**, an Amendment No. 1 to Memorandum of Lease dated as of October 15, 2002 (evidencing such Amendment No. 1) was i) deposited on August 12, 2003 at 11:36 A.M. with the Registrar General of Canada and ii) filed on August 12, 2003 at 2:00 P.M. with the Surface Transportation Board and assigned secondary recordation number 23765-J.

**IN WITNESS WHEREOF**, FURC and CN wish to show for the public record that, as of the date first above written, the Lease was terminated and accordingly, have caused this Memorandum of Lease Termination to be executed by their officers thereunto duly authorized.

**FIRST UNION RAIL CORPORATION**

**CANADIAN NATIONAL RAILWAY COMPANY,**

By: Richard F. Seymour  
Richard F. Seymour  
Its: Vice President Sales & Marketing

By: [Signature]  
Its: Sr. Manager, Asset Finance

COUNTY OF COOK )  
 )  
STATE OF ILLINOIS )

ss:

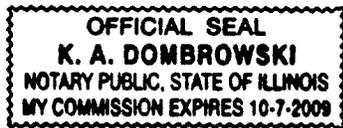
On this 18th day of August, 2005, before me personally appeared Richard F. Seymour, to me personally known, who, being by me duly sworn, says that he is Vice President Sales & Marketing of First Union Rail Corporation that the foregoing instrument was signed on behalf of said company by authority of its Board of Directors, and he / she acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



Notary Public

My commission expires: 10-7-2009

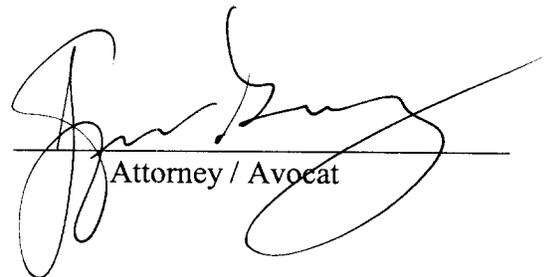
[Seal]



PROVINCE OF QUEBEC )  
 )  
DISTRICT OF MONTREAL )

ss:

On this 19th day of August, 2005, 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 Canadian National Railway Company 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