

RECORDATION NO. 23968-<sup>B</sup> FILED

DEC 21 '05

9-47 AM

SURFACE TRANSPORTATION BOARD

VIA UPS NEXT DAY AIR

December 19, 2005

# FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 500  
Rosemont, IL 60018-4214



Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

**Re: Bill of Sale**  
**Notice of Termination of Lease and Termination of Memorandum of Termination of Lease**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are one (1) original and two (2) copies of a Bill of Sale dated December 12, 2005 and a two (2) originals and one (1) copy of a Notice of Termination of Lease and Termination of Memorandum of Lease, dated December 16, 2005. Both are secondary documents as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memorandum of Lease which was duly filed with the Surface Transportation Board on April 29, 2002 at 2:51 p.m. under Recordation Number 23968.

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

|             |                              |         |                            |
|-------------|------------------------------|---------|----------------------------|
| Successor   | First Union Rail Corporation | Lessee: | The Canadian Wheat Board   |
| in interest | One O'Hare Center            |         | 423 Main Street            |
| to Lessor:  | 6250 River Road, Suite 5000  |         | P.O. Box 816, Station Main |
|             | Rosemont, IL 60018           |         | Winnipeg, Manitoba R3C 2P5 |

A description of the railroad equipment covered by the enclosed document is two hundred forty (240) 4550 cu. ft., covered hopper rail cars with CTRW marks (see Exhibit A for numbers).

A short summary of the documents to appear in each index follows:

Bill of Sale  
Notice of Termination of Lease and Termination of Memorandum of Termination.

Also enclosed are two checks in the amount of \$33.00 each, payable to the order of the Surface Transportation Board covering the required recordation fees. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

*Susan Grokulsky*  
Susan Grokulsky  
Manager of Documentation

Enclosures

(CWB002)

**NOTICE OF TERMINATION OF LEASE  
AND TERMINATION OF MEMORANDUM OF LEASE  
(Surface Transportation Board)**



This NOTICE OF TERMINATION OF LEASE AND TERMINATION OF MEMORANDUM OF LEASE is made as of this 16th day of December, 2005, by FIRST UNION RAIL CORPORATION ("Lessor"), whose mailing address is One O'Hare Centre, 6250 River Road, Rosemont, Illinois 60018, successor in interest to Wells Fargo Bank Northwest, N.A., Owner Trustee.

**WITNESSETH:**

**WHEREAS**, Lessee, The Canadian Wheat Board, has leased from Lessor certain covered hopper railcars identified on Exhibit A attached hereto (the "Cars") pursuant to that certain Lease dated October 11, 2001 (as amended, modified, supplemented and or replaced from time to time, the "Lease"); and

A Memorandum evidencing such Schedule (and such Lease) was filed at the Surface Transportation Board pursuant to Section 11301 of Title 49 of the *United States Code* on April 29, 2002, at 2:51 p.m. under Recordation Number 23968.

**IN WITNESS WHEREOF**, the parties hereto have each caused this Memorandum to be duly executed, by their respective officers duly authorized as of the date and year first above written, to evidence upon the public record, the termination of such lease of such Cars.

NOW, THEREFORE, the Lessor and Lessee desire to clarify the public record state as follows:

1. This Notice serves as notice that the Lease Agreement between The Canadian Wheat Board and First Union Rail Corporation and evidenced by the MEMORANDUM OF LEASE AGREEMENT filed with the Surface Transportation Board on April 29, 2002 at 2:51 p.m. has been terminated in all respects.
2. All of the interest of the Lessee, its successors and assigns, in the equipment arising pursuant to the Lease have been terminated.
3. Lessor wishes to record this Notice of Termination of Lease and Termination of Memorandum of Lease so as to release the lien with respect to the Railcars.

IN WITNESS WHEREOF, Lessor has caused this NOTICE OF TERMINATION OF LEASE AND TERMINATION OF MEMORANDUM OF LEASE to be duly executed by its duly authorized representatives as of this 16<sup>th</sup> day of December, 2005.

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**LESSOR:**  
FIRST UNION RAIL CORPORATION  
By: Richard F. Seymour  
Name: RICHARD F. SEYMOUR  
Title: Vice President Sales & Marketing

Executed on this 16<sup>th</sup> day of December 2005.

STATE OF ILLINOIS

COUNTY OF COOK

I, SUSAN GROKULSKY, a Notary aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Notice of Termination of Lease and Termination of Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 16<sup>th</sup> day of December, 2005.

Susan Grokulskey  
Notary Public

My Commission Expires:

8-14-2008  
(Notary Public)



**Exhibit A to Notice of Termination of Lease and Memorandum of Termination of Lease**

NUMBER OF CARS: Two hundred forty (240)

DESCRIPTION OF CARS: 4550 cu. ft. covered hopper cars

CAR NUMBERS: Originally CPWX marks, remarked to CTRW. See below:

|             |             |             |             |             |             |
|-------------|-------------|-------------|-------------|-------------|-------------|
| CTRW 605302 | CTRW 605345 | CTRW 605388 | CTRW 605429 | CTRW 605474 | CTRW 605516 |
| CTRW 605304 | CTRW 605346 | CTRW 605389 | CTRW 605430 | CTRW 605475 | CTRW 605517 |
| CTRW 605305 | CTRW 605347 | CTRW 605390 | CTRW 605431 | CTRW 605476 | CTRW 605518 |
| CTRW 605306 | CTRW 605348 | CTRW 605391 | CTRW 605432 | CTRW 605477 | CTRW 605519 |
| CTRW 605307 | CTRW 605350 | CTRW 605392 | CTRW 605433 | CTRW 605478 | CTRW 605520 |
| CTRW 605308 | CTRW 605351 | CTRW 605393 | CTRW 605434 | CTRW 605479 | CTRW 605521 |
| CTRW 605309 | CTRW 605352 | CTRW 605394 | CTRW 605435 | CTRW 605480 | CTRW 605522 |
| CTRW 605310 | CTRW 605353 | CTRW 605395 | CTRW 605436 | CTRW 605481 | CTRW 605523 |
| CTRW 605311 | CTRW 605354 | CTRW 605396 | CTRW 605437 | CTRW 605482 | CTRW 605524 |
| CTRW 605312 | CTRW 605355 | CTRW 605397 | CTRW 605438 | CTRW 605483 | CTRW 605525 |
| CTRW 605313 | CTRW 605356 | CTRW 605398 | CTRW 605439 | CTRW 605484 | CTRW 605526 |
| CTRW 605314 | CTRW 605357 | CTRW 605399 | CTRW 605440 | CTRW 605485 | CTRW 605527 |
| CTRW 605315 | CTRW 605358 | CTRW 605400 | CTRW 605441 | CTRW 605486 | CTRW 605528 |
| CTRW 605316 | CTRW 605359 | CTRW 605401 | CTRW 605442 | CTRW 605487 | CTRW 605529 |
| CTRW 605317 | CTRW 605360 | CTRW 605402 | CTRW 605443 | CTRW 605488 | CTRW 605530 |
| CTRW 605318 | CTRW 605361 | CTRW 605403 | CTRW 605444 | CTRW 605489 | CTRW 605531 |
| CTRW 605319 | CTRW 605362 | CTRW 605404 | CTRW 605445 | CTRW 605490 | CTRW 605532 |
| CTRW 605320 | CTRW 605363 | CTRW 605405 | CTRW 605446 | CTRW 605491 | CTRW 605533 |
| CTRW 605321 | CTRW 605364 | CTRW 605406 | CTRW 605447 | CTRW 605492 | CTRW 605534 |
| CTRW 605322 | CTRW 605365 | CTRW 605407 | CTRW 605448 | CTRW 605493 | CTRW 605535 |
| CTRW 605323 | CTRW 605366 | CTRW 605408 | CTRW 605449 | CTRW 605494 | CTRW 605536 |
| CTRW 605324 | CTRW 605367 | CTRW 605409 | CTRW 605450 | CTRW 605495 | CTRW 605537 |
| CTRW 605325 | CTRW 605368 | CTRW 605410 | CTRW 605451 | CTRW 605496 | CTRW 605538 |
| CTRW 605326 | CTRW 605369 | CTRW 605411 | CTRW 605452 | CTRW 605497 | CTRW 605539 |
| CTRW 605327 | CTRW 605370 | CTRW 605412 | CTRW 605454 | CTRW 605498 | CTRW 605540 |
| CTRW 605328 | CTRW 605371 | CTRW 605413 | CTRW 605455 | CTRW 605499 | CTRW 605541 |
| CTRW 605329 | CTRW 605372 | CTRW 605414 | CTRW 605456 | CTRW 605501 | CTRW 605542 |
| CTRW 605330 | CTRW 605373 | CTRW 605415 | CTRW 605457 | CTRW 605502 | CTRW 605543 |
| CTRW 605331 | CTRW 605374 | CTRW 605416 | CTRW 605458 | CTRW 605503 | CTRW 605545 |
| CTRW 605332 | CTRW 605375 | CTRW 605417 | CTRW 605460 | CTRW 605504 | CTRW 605546 |
| CTRW 605333 | CTRW 605376 | CTRW 605418 | CTRW 605461 | CTRW 605505 | CTRW 605547 |
| CTRW 605335 | CTRW 605377 | CTRW 605419 | CTRW 605463 | CTRW 605506 | CTRW 605548 |
| CTRW 605336 | CTRW 605378 | CTRW 605420 | CTRW 605465 | CTRW 605507 | CTRW 605549 |
| CTRW 605337 | CTRW 605380 | CTRW 605421 | CTRW 605466 | CTRW 605508 | CTRW 605550 |
| CTRW 605338 | CTRW 605381 | CTRW 605422 | CTRW 605467 | CTRW 605509 | CTRW 605551 |
| CTRW 605339 | CTRW 605382 | CTRW 605423 | CTRW 605468 | CTRW 605510 | Count: 240  |
| CTRW 605340 | CTRW 605383 | CTRW 605424 | CTRW 605469 | CTRW 605511 |             |
| CTRW 605341 | CTRW 605384 | CTRW 605425 | CTRW 605470 | CTRW 605512 |             |
| CTRW 605342 | CTRW 605385 | CTRW 605426 | CTRW 605471 | CTRW 605513 |             |
| CTRW 605343 | CTRW 605386 | CTRW 605427 | CTRW 605472 | CTRW 605514 |             |
| CTRW 605344 | CTRW 605387 | CTRW 605428 | CTRW 605473 | CTRW 605515 |             |

\*CTRW 605379, CTRW 605453, and CPWX 605544 were destroyed