

RECORDATION NO.

18403-A FILED

JAN 30 '06

3-55 PM

SURFACE TRANSPORTATION BOARD

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

January 30, 2006

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 January 2, 2006, 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 Lease previously filed with the Commission under Recordation Number 18403.

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

Lessor:	Banc of America Leasing & Capital, LLC (successor to NationsBank Leasing Corporation) One Financial Plaza Providence, Rhode Island 02903
Lessee:	Grand Trunk Western Railroad Incorporated c/o Canadian National Railway 935 de la Gauchetiere Street West Montreal, Quebec Canada H3B 2M9

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

4 GM-EMD SD40-2 Locomotives: GTW 5931 – GTW 5932 and GTW 5934 – GTW 5935;  
2 GM-EMD GP-9 Locomotives: GTW 4634 – GTW 4635; and  
170 bi-level autoracks: GTW 93000 – GTW 93169.

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,

A handwritten signature in cursive script that reads "Robert W. Alvord".

Robert W. Alvord

RWA/anm  
Enclosures

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**MEMORANDUM OF LEASE TERMINATION**  
dated as of January 2, 2006 between **Banc of America Leasing & Capital, LLC**, successor-by-merger to Nationsbanc Leasing Corporation, ("BofA") and **Grand Trunk Western Railroad Incorporated** ("GTW").

**SURFACE TRANSPORTATION BOARD**

**WHEREAS, Nationsbanc Leasing Corporation** (predecessor-in-interest to BofA) as lessor ("Lessor") and **Grand Trunk Western Railroad Company** (predecessor-in-interest to GTW) as lessee ("Lessee") entered into a Lease of Items of Railroad Equipment dated as of September 1, 1993 (the "Original Lease") covering:

- (i) Four (4) GM-EMD SD40-2 diesel-electric locomotives marked GTW 5931 through GTW 5932 and GTW 5934 through GTW 5935;
- (ii) Two (2) GM-EMD GP9 diesel-electric locomotives marked GTW 4634 through GTW 4635; and
- (iii) One-hundred seventy (170) fully enclosed bi-level autoracks marked GTW 93000 through GTW 93169

(collectively, the "Equipment");

**WHEREAS**, i) on September 22, 1993 at 9:15 A.M., the Original 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 18403 and ii) on September 21, 1993 at 10:55 A.M., the Original 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); and

**WHEREAS**, Lessor and Lessee entered into a First Amendment dated as of December 1, 1993 to such Lease of Items of Railroad Equipment, (which, together with the Original Lease, being collectively, the "Lease").

**IN WITNESS WHEREOF**, Lessor and Lessee 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) Lessor has sold the Equipment to Lessee effective as of the date hereof;

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

January 17, 2006

**BANC OF AMERICA LEASING &  
CAPITAL LLC SUCCESSOR-  
BY-MERGER TO NATIONS BANC  
LEASING CORPORATION**

By: Sandra Buonici

Its: VP

**GRAND TRUNK WESTERN  
RAILROAD INCORPORATED**

By: [Signature]

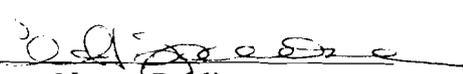
Its: \_\_\_\_\_  
Sr. Manager, Asset Finance

STATE OF RHODE ISLAND AND  
PROVIDENCE PLANTATIONS

COUNTY OF PROVIDENCE

) ss:  
)

On this 17<sup>th</sup> day of January, 2006, before me personally appeared SANDRA BUONAIUTO, to me personally known, who, being by me duly sworn, says that she is VICE PRESIDENT OF BANC OF AMERICA LEASING & CAPITAL LLC, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
Notary Public

My commission expires: April 11, 2007

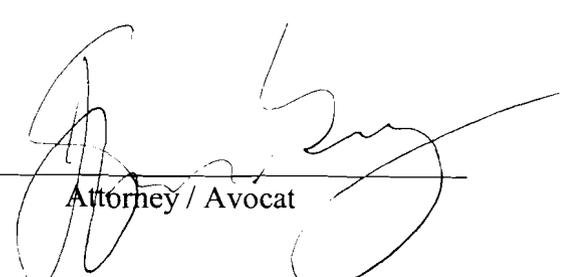
[Notarial Seal]

PROVINCE OF QUEBEC

DISTRICT OF MONTREAL

)  
) ss:  
)

On this 19<sup>th</sup> day of January, 2006, 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