

LAW OFFICES
ALLEN H. HARRISON, JR.
SUITE 706
2009 NORTH 14TH STREET
ARLINGTON, VIRGINIA 22201

TELEPHONE (703) 524-8309
FAX (703) 524-3035

RECORDATION NO. 21687H FILED

AUG 04 '06

12-47 PM

SURFACE TRANSPORTATION BOARD

August 4, 2006

Recordation No. 21687-H

Dear Mr. Williams:

On behalf of Flex Leasing I, LLC, I submit for filing and recording under 49 U.S.C § 11301 (a) and the regulations applicable thereunder, executed counterparts of a secondary document, not previously recorded, entitled Memorandum of Partial Termination of Lease ("Partial Termination") dated as of July 20, 2006.

The parties to the enclosed Partial Termination are:

Flex Leasing I, LLC Suite 730 221 Main Street San Francisco, CA 94105	-	LESSOR/TERMINATOR
Canadian American Railway North Main Jct. Park Box 45, RR #2 Bangor, ME 04401	-	LESSEE
Iron Road Railways, Inc. Suite 903 1300 Connecticut Ave., NW Washington, DC 20036	-	GUARANTOR

The said Partial Termination, among other things, acts to terminate ONLY those units in Annex A thereto, namely 58 centerbeam railcars, LW numbers, from the Memorandum of Lease recorded under Recordation No. 21687, as supplemented. The Partial Termination should be recorded under the next available letter under Recordation No. 21687, which letter we believe to be "-H".

The equipment covered by the instant Partial Termination is as identified in Annex A thereto, copy attached, namely 58 centerbeam railcars, LW numbers.

A short summary of the instant Partial Termination to appear in the Surface Transportation Board Index is as follows:

“Termination from Lease 58 centerbeam railcars, LW numbers, see Annex A.”

Enclosed is a check in the amount of thirty four dollars (\$34.00) in payment of the filing fee.

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter from the Surface Transportation Board acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,

A handwritten signature in black ink that reads "Allen H. Harrison, Jr." with a stylized flourish at the end.

Allen H. Harrison, Jr.
*Attorney for Flex Leasing I, LLC,
for the purpose of this filing.*

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Enclosures

BY HAND

8212-020

ANNEX A

Description of Equipment

Fifty-eight (58) 73'0" centerbeam railcars, 110-ton capacity,
286,000 lb. gross rail load, numbered:

LW 75053 through LW 75054 inclusive

LW 75061 through LW 75063 inclusive

LW 75067 through LW 75068 inclusive

LW 75070

LW 75072

LW 75074 through LW 75098 inclusive

LW 75100 through LW 75112 inclusive

LW 75114 through LW 75124 inclusive

[Partial Termination – Canadian American]

AUG 04 '06

12-47 PI

MEMORANDUM OF PARTIAL TERMINATION OF LEASE
SURFACE TRANSPORTATION BOARD

FLEX LEASING CORPORATION and **FLEX LEASING I, LLC** collectively (i) recorded that certain Memorandum of Lease with the Surface Transportation Board (the "STB"), Recordation No. 21687 on September 30, 1998, at 1:55 p.m., and deposited that certain Memorandum of Lease with the Registrar General of Canada (the "RGC") on the 1st day of October, A.D. 1998, at 3:22 p.m., (ii) recorded that certain Memorandum of Supplement with the STB, Recordation No. 21687-A on February 4, 1999, at 3:15 p.m., and deposited that certain Memorandum of Supplement with the RGC on the 5th day of February, A.D. 1999, at 1:06 p.m., (iii) recorded that certain Notice of Remarking with the STB, Recordation No. 21687-B on December 1, 1999 at 12:50 p.m. and deposited that certain Notice of Remarking with the RGC on the 8th day of December, A.D. 1999, at 10:02 a.m., (iv) recorded that certain Notice of Remarking with the STB, Recordation No. 21687-C on December 1, 1999 at 12:50 p.m. and deposited that certain Notice of Remarking with the RGC on the 8th day of December, A.D. 1999, at 10:01 a.m., (v) recorded that certain Memorandum of Partial Assignment of Lease with the STB, Recordation No. 21687-D on December 10, 1999 at 4:30 p.m. and deposited that certain Memorandum of Partial Assignment of Lease with the RGC on the 13th day of December, A.D. 1999, at 2:03 p.m., (vi) recorded that certain Memorandum of Partial Termination of Lease with the STB, Recordation No. 21687-E on October 30, 2000 at 11:29 a.m. and deposited that certain Memorandum of Partial Termination of Lease with the RGC on the 31st day of October, A.D. 2000, at 3:03 p.m., (vii) recorded that certain Memorandum of Partial Termination of Lease with the STB, Recordation No. 21687-F on November 19, 2001 at 9:24 a.m. and deposited that certain Memorandum of Partial Termination of Lease with the RGC on the 20th day of November, A.D. 2001, at 10:37 a.m., and (viii) recorded that certain Memorandum of Partial Termination of Lease with the STB, Recordation No. 21687-G on September 20, 2002 at 3:36 p.m. and deposited that certain Memorandum of Partial Termination of Lease with the RGC on the 25th day of September, A.D. 2002, at 10:15 a.m., relating to the lease described below:

That certain lease (the "Lease"), dated as of August 25, 1998, between **FLEX LEASING CORPORATION**, a Delaware corporation ("Flex"), having its chief executive office at 221 Main Street, Suite 730, San Francisco, California 94105, **CANADIAN AMERICAN RAILWAY**, a Delaware corporation ("Lessee"), having its chief executive office at Northern Maine Jct. Park, RR#2, Box 45, Bangor, ME 04401, and **IRON ROAD RAILWAYS, INC.**, a Delaware corporation ("Guarantor"), having its chief executive office at 1300 Connecticut Avenue NW, Suite 903, Washington D.C. 20036.

The duties and obligations of the parties to the Lease have been satisfied and discharged only with respect to the railcars listed on Annex A attached hereto. The terms of the said Lease, only with respect to the railcars listed on Annex A attached hereto, have run, have not been renewed, and have therefore expired. Wherefore, this filing hereby partially terminates of record the Lease, only with respect to the railcars listed on Annex A attached hereto. The remainder of the Lease is in full force and effect as of the date hereof.

ANNEX A

Description of Equipment

Fifty-eight (58) 73'0" centerbeam railcars, 110-ton capacity,
286,000 lb. gross rail load, numbered:

LW 75053 through LW 75054 inclusive

LW 75061 through LW 75063 inclusive

LW 75067 through LW 75068 inclusive

LW 75070

LW 75072

LW 75074 through LW 75098 inclusive

LW 75100 through LW 75112 inclusive

LW 75114 through LW 75124 inclusive

[Partial Termination – Canadian American]