

RECORDATION NO. 8763-J FILED

AUG 18 '06 12:47 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

August 16, 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 Termination of Lease – Schedule No. 3, dated as of August 1, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Schedule No. 3 to Master Equipment Lease Agreement previously filed with the Board under Recordation Number 8763-H.

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

Lessor: Winmark Special Finance, LLC
2 Hampshire Street, Suite 101
Foxborough, MA 02035

[Lessee: Grand Trunk Western Railroad Incorporated
935 de la Gauchetiere Street West
Montreal Quebec CD H3B 2M9]

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

44 boxcars TERMINATED within the following series: CNA 598577 – CNA 598590; and GTW 375550 – GTW 375599 as more particularly set forth in the attachment to the document.

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

Termination of Lease – Schedule No. 3.

Also enclosed is a check in the amount of \$34.00 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/sem
Enclosures

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TERMINATION OF LEASE - SCHEDULE NO. 3

SURFACE TRANSPORTATION BOARD

THIS TERMINATION OF LEASE is made as of August 1, 2006 by **Winmark Special Finance, LLC** (the "Lessor").

WITNESSETH:

1. Allfirst Bank (now known as M&T Bank) (the "Original Lessor") and **Grand Trunk Western Railroad Incorporated** (the "Lessee") entered into a Master Equipment Lease Agreement dated as of July 15, 2001 (the "Master Lease");
2. Original Lessor and Lessee entered into a Schedule No. 3 dated as of July 16, 2001 (and, together with the Master Lease, the "Lease No. 3") originally covering forty-four (44) 60'9" 100-ton boxcars as more particularly described in Schedule A hereto (the "Cars");
3. To evidence Lease No. 3, a Memorandum of Schedule No. 3 to Master Equipment Lease Agreement dated as of July 16, 2001 was (i) filed at the Surface Transportation Board (x) on July 17, 2001 at 10:29 A.M. with recordation number 23556-B (as corrected by a transmittal letter on August 2, 2001 at 11:51 A.M. with recordation number 23556-C) and (y) on August 2, 2001 at 11:29 A.M. with recordation number 8763-H and (ii) deposited at the Registrar General of Canada on July 16, 2001 at 2:36 P.M.;
4. Original Lessor assigned all its right, title and interest in Lease No. 3, and the Cars thereunder, to Citizens Leasing Corporation ("Citizens");
5. Citizens subsequently signed all its right, title and interest in Lease No. 3, and the Cars thereunder, to Winmark Equipment Finance, LLC ("Winmark");
6. Winmark subsequently assigned all its right, title and interest in Lease No. 3, and the Cars thereunder, to Lessor;
7. Lessee has (i) performed all of its obligations under Lease No. 3 and (ii) purchased the Cars from Lessor co-terminous herewith.

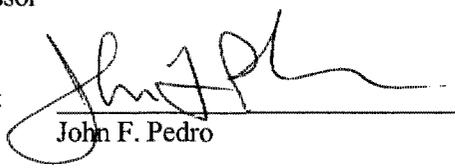
NOW THEREFORE, for good and valuable consideration, Lessor agrees and acknowledges for the public record that (i) Lease No. 3 is hereby terminated (except for such terms thereof which expressly survive such termination) and (ii) any security interest in the Cars is hereby released.

IN WITNESS WHEREOF, the Lessor has caused this Termination of Lease to be executed as of the date first above written.

WINMARK SPECIAL FINANCE, LLC,

Lessor

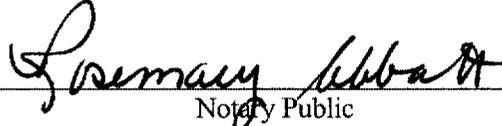
By:


John F. Pedro

Title: Senior Vice President

STATE OF MASSACHUSETTS, COUNTY OF NORFOLK, TO WIT:

On this 4th day of August, 2006 before me personally appeared, John F. Pedro, to me personally known, who being by me duly sworn, says that he is a Senior Vice President of Winmark Special Finance, LLC, that said instrument was signed on behalf of said corporation 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.



Notary Public
Rosemary Abbott

[Notarial Seal]

My commission expires: August 24, 2012

Schedule A

Description of Railcars

44 60'9" 100-ton cushioned underframe boxcars built in 1977 by ACF Industries, Incorporated at St. Louis, Missouri bearing the following marks and numbers:

CNA 598577 to CNA 598579 inclusive;

CNA 598581 to CNA 598587 inclusive;

CNA 598589 to CNA 598590 inclusive;

GTW 375550 to GTW 375552 inclusive;

GTW 375554 to GTW 375556 inclusive;

GTW 375558 to GTW 375562 inclusive;

GTW 375565;

GTW 375568 to GTW 375569 inclusive;

GTW 375571;

GTW 375573 to GTW 375580 inclusive;

GTW 375583;

GTW 375585;

GTW 375587 to GTW 375588 inclusive;

GTW 375592; and

GTW 375596 to GTW 375599 inclusive.