

DEC 19 '06 -12 04 PM

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SURFACE TRANSPORTATION BOARD

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December 19, 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 Rider No. 3 Memorandum of Lease Termination, dated as of December 31, 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 Memorandum of Lease Agreement previously filed with the Board under Recordation Number 21990.

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

- Lessor: First Union Rail Corporation
6250 River Road
Suite 5000
Rosemont, IL 60018

- Lessee: Canadian National Railway Company
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:

425 box cars within the series CN 558000 – CN 558424.

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

Rider No. 3 Memorandum of Lease Termination.

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

RIDER NO. 3

DEC 19 '06 -12 04 PM

MEMORANDUM OF LEASE TERMINATION
dated as of December 31, 2006 between **First Union SURFACE TRANSPORTATION BOARD**
Rail Corporation ("FURC") and **Canadian National**
Railway Company ("CN").

WHEREAS, FURC as lessor and CN as lessee entered into: (i) a Lease Agreement dated as of June 16, 1994, (ii) a Rider No. 3 dated as of December 15, 1995 thereto and (iii) an Amendment No. 1 to Rider No. 3 dated as of December 15, 2005 (collectively, the "Lease");

WHEREAS, the Lease covered four-hundred twenty-five (425) 52'8" double door XP plate F boxcars with road numbers **CN 558000 to CN 558424 inclusive** (the "Equipment") as more particularly described therein; and

WHEREAS, a Memorandum of Lease Agreement (evidencing such Rider No. 3) was: (i) deposited at the Registrar General of Canada on January 4, 1996 at 10:53 A.M. (and again on February 19, 1999 at 1:30 P.M.) and (ii) filed at the Surface Transportation Board on January 28, 1999 at 9:30 A.M. with primary recordation number 21990.

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
Its: Vice President Sales & Marketing

By: John A. Lamer
Its: Sr. Manager, Asset Finance

ILLINOIS)
)
COUNTY OF COOK) ss:

On this 6th day of December, 2006, 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 acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

Susan Grokulska
Notary Public

My commission expires: 8-14-2008



PROVINCE OF QUEBEC)
)
DISTRICT OF MONTREAL) ss:

On this 11th day of December, 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 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.

[Signature]
Attorney / Avocat

Bar #: 188726-2