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ALVORD AND ALVORD
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SUITE 301
WASHINGTON, D.C.

SURFACE TRANSPORTATION BOARD

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

20036

OF COUNSEL
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February 20, 2007

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 of Railroad Equipment No. 2, dated as of February 1, 2007, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

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

Lessor: SunTrust Leasing Corporation
300 E. Joppa Road, Suite 700
Towson, MD 21286

Mr. Vernon A. Williams
February 20, 2007
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A description of the railroad equipment covered by the enclosed document is:

53 coil railcars within the series GTW 187600 – GTW 187699 as more particularly set forth in the equipment schedule attached to the document.

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

Memorandum of Lease of Railroad Equipment No. 2.

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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(SUN / GTW Lease No. 2)

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT NO. 2 dated as of February 1, 2007, between **Grand Trunk Western Railroad Incorporated**, a Delaware corporation (hereinafter called the "Lessee"), and **SunTrust Leasing Corporation**, a Virginia corporation (hereinafter called the "Owner").

WHEREAS, the Owner and the Lessee have entered into that certain Lease of Railroad Equipment No. 2 dated as of February 1, 2007 (hereinafter called the "Lease"), covering the fifty-three (53) 48' 115-ton steel coil cars built by National Steel Car Limited in 2007 as more particularly described in Exhibit A hereto, and all additions and alterations thereto, replacements thereof and substitutions therefor (collectively, the "Cars");

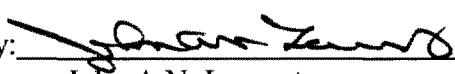
NOW, THEREFORE, the parties hereto wish to show for the public record the leasing of the Cars from the Owner to the Lessee, the ownership of the Cars by the Owner, the leasehold interest therein of the Lessee, the rights of the Lessee from time to time to purchase the Cars or to renew the Lease and, accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

The terms and conditions of the Lease are incorporated herein by reference.

This Memorandum may be executed in any number of counterparts and by the different parties hereto on separate counterparts, all of which together shall constitute a single agreement.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Memorandum to be duly executed in its corporate name by its officers, thereunto duly authorized, all as of the date first above written.

Grand Trunk Western Railroad Incorporated,
as lessee

By: 
Name: John A.N. Lamont
Title: Sr. Manager Asset Finance

SunTrust Leasing Corporation,
as lessor

By: _____
Name: Mike Powers
Title: Secretary

(SUN / GTW Lease No. 2)

**MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT
NO. 2** dated as of February 1, 2007, between **Grand Trunk Western
Railroad Incorporated**, a Delaware corporation (hereinafter called
the "Lessee"), and **SunTrust Leasing Corporation**, a Virginia
corporation (hereinafter called the "Owner").

WHEREAS, the Owner and the Lessee have entered into that certain Lease of Railroad
Equipment No. 2 dated as of February 1, 2007 (hereinafter called the "Lease"), covering the
fifty-three (53) 48' 115-ton steel coil cars built by National Steel Car Limited in 2007 as more
particularly described in Exhibit A hereto, and all additions and alterations thereto, replacements
thereof and substitutions therefor (collectively, the "Cars");

NOW, THEREFORE, the parties hereto wish to show for the public record the leasing
of the Cars from the Owner to the Lessee, the ownership of the Cars by the Owner, the leasehold
interest therein of the Lessee, the rights of the Lessee from time to time to purchase the Cars or
to renew the Lease and, accordingly have caused this Memorandum to be executed by their
officers thereunto duly authorized, as of the date first above written.

The terms and conditions of the Lease are incorporated herein by reference.

This Memorandum may be executed in any number of counterparts and by the different
parties hereto on separate counterparts, all of which together shall constitute a single agreement.

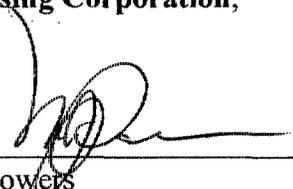
IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate
authority, has caused this Memorandum to be duly executed in its corporate name by its officers,
thereunto duly authorized, all as of the date first above written.

Grand Trunk Western Railroad Incorporated,
as lessee

By: _____

Name: John A.N. Lamont
Title: Sr. Manager Asset Finance

SunTrust Leasing Corporation,
as lessor

By: _____


Name: Mike Powers
Title: Secretary

STATE OF MARYLAND)
) ss.:
CITY OF TOWSON)

On this 16 day of February, 2007, before me personally appeared Mike Powers, to me personally known, who, by me being duly sworn, says that he is Secretary of SunTrust Leasing Corporation, that the foregoing 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.

Erika Dinkum
Notary Public

My commission expires 8/17/2009

PROVINCE OF QUEBEC)
) ss.:
DISTRICT OF MONTREAL)

On this _____ day of February, 2007, before me personally appeared John A.N. Lamont, to me personally known, who, by me being duly sworn, says that he is Sr. Manager, Asset Finance of Grand Trunk Western Railroad Incorporated that the foregoing 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 of said corporation.

Attorney

Bar Number: 188726-2

STATE OF MARYLAND)
) ss.:
CITY OF TOWSON)

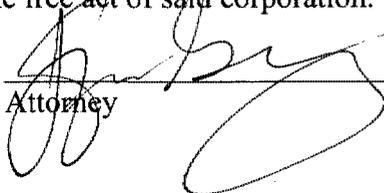
On this ____ day of February, 2007, before me personally appeared Mike Powers, to me personally known, who, by me being duly sworn, says that he is Secretary of SunTrust Leasing Corporation, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My commission expires

PROVINCE OF QUEBEC)
) ss.:
DISTRICT OF MONTREAL)

On this 7th day of February, 2007, before me personally appeared John A.N. Lamont, to me personally known, who, by me being duly sworn, says that he is Sr. Manager, Asset Finance of Grand Trunk Western Railroad Incorporated that the foregoing 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 of said corporation.



Attorney

Bar Number: 188726-2

EXHIBIT A

Equipment Description

Fifty-three (53) 48' 115-ton steel coil cars, built by National Steel Car Limited in 2007 at Hamilton, Ontario, bearing the following marks and numbers:

GTW 187600;

GTW 187603 to GTW 187604 inclusive;

GTW 187607;

GTW 187643 to GTW 187645 inclusive;

GTW 187653; and

GTW 187655 to GTW 187699 inclusive.