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

RECORDATION NO. 6062-G FILED

MAR 29 '01 10-24 AM

~~SURFACE TRANSPORTATION BOARD~~
OF COMMERCE

March 28, 2001

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 four (4) copies of an Memorandum of Lease Termination, dated as of March 15, 2001 a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease of Railroad Equipment, which was previously filed with the Commission under Recordation Number 6062.

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

Lessor: The CIT Group/Equipment
Financing, Inc.
1211 Avenue of the Americas
New York, NY 10036

Lessee: Grand Trunk Western Railroad
Incorporated
P.O. Box 8100
Montreal, Canada H3C 4N4

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

17 boxcars within the series GTW 126750 - GTW 126766 (formerly DTI 26750 - DTI 26766)

6062 G 1024 AM

Mr. Vernon A. Williams
March 28, 2001
Page Two

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

Memorandum of Lease Termination between The CIT Group/
Equipment Financing, Inc., Lessor, and Grand Trunk Western
Railroad Incorporated, Lessee, covering 17 boxcars within the
series GTW 126750 - GTW 126766 (formerly DTI 26750 - DTI
26766)

Also enclosed is a check in the amount of \$28.00 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/anm
Enclosures

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INDEXED
OF COUNSEL
URBAN A. LESTER

March 28, 2001

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Secretary
Surface Transportation Board
Washington, D.C. 20423

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MEMORANDUM OF LEASE TERMINATION dated as of March 15, 2001 between **The CIT Group / Equipment Financing, Inc. ("CIT")** and **Grand Trunk Western Railroad Incorporated ("GTW")**.

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WHEREAS, CIT (formerly known as **C.I.T. Corporation**) as lessor (the "Lessor") and GTW (as successor-in-interest to **Detroit, Toledo and Ironton Railroad Company**) as lessee (the "Lessee") entered into a Lease of Railroad Equipment dated as of February 15, 1971 covering the seventeen (17) 86'6" high cube class XL boxcars built in March 1971 by Greenville Steel Car Co. in Greenville, Pennsylvania as more particularly specified in Schedule A hereto (the "Equipment") (which Lease of Railroad Equipment was filed with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) (the "ICC") on March 1, 1971 at 9:55 A.M. pursuant to Section 20c of the Interstate Commerce Act (now 49 U.S.C. Section 11301) and assigned recordation number 6062);

AND WHEREAS, the Lessor and the Lessee amended, or supplemented, such Lease of Railroad Equipment by i) a Supplemental Agreement dated August 2, 1982 (filed at the ICC as 6062-A), ii) an Extended Term of Lease Agreement for Railroad Equipment dated February 24, 1986 (filed at the ICC as 6062-B), iii) a Second Extended Term of Lease Agreement for Railroad Equipment dated January 4, 1991 (filed at the ICC as 6062-C), iv) a Third Extended Term of Lease Agreement for Railroad Equipment dated February 27, 1996 (filed at the ICC as 6062-D) and v) Supplemental Agreement No. 2 dated March 15, 1996 (such Lease of Railroad Equipment together with the abovementioned amendments and supplements being collectively, the "Lease").

NOW THEREFORE, for good and valuable consideration, the Lessor and the Lessee wish to show, for the public record, that, as of the day and year first above written, the Lease was terminated by the Lessor and the Lessee in accordance with its terms.

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Memorandum to be executed by their officers thereunto duly authorized.

**THE CIT GROUP / EQUIPMENT
FINANCING, INC.,**
as lessor

**GRAND TRUNK WESTERN
RAILROAD INCORPORATED,**
as lessee

By: Catherine English
Its: Vice President

By: John Lament
Its: Sr. Manager Asset Finance

SCHEDULE A

Seventeen (17) 86'6" boxcars bearing the railroad reporting marks and numbers as set forth below:

<u>Originally Assigned Car Mark & Number</u>	<u>Current GTW Assigned Car Mark & Number</u>	
DTI 26750	GTW 126750	
DTI 26751	GTW 126751	
DTI 26752	GTW 126752	
DTI 26753	GTW 126753	
DTI 26754	GTW 126754	
DTI 26755	GTW 126755	
DTI 26756	GTW 126756	
DTI 26757	GTW 126757	
DTI 26758		**
DTI 26759	GTW 126759	
DTI 26760	GTW 126760	
DTI 26761	GTW 126761	
DTI 26762		*
DTI 26763	GTW 126763	
DTI 26764	GTW 126764	
DTI 26765		*
DTI 26766	GTW 126766	

* Boxcar previously destroyed (prior to restencilling); or

** Boxcar not restencilled to GTW mark and number.

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STATE OF ILLINOIS

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In the matter of a Memorandum dated

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as of March 15, 2001.

COUNTY OF COOK

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On this 15th day of March, 2001, before me personally appeared Catherine Stiglich, to me personally known, who, being by me duly sworn, says that he / she is Vice President of The CIT Group / Equipment Financing, Inc., that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he / she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Tracy DeLeon
Notary Public

My commission expires: 4/07/01



PROVINCE OF QUEBEC

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In the matter of a Memorandum dated

)

as of March 15, 2001.

DISTRICT OF MONTREAL

)

On this 12th day of March, 2001, 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.

Gene To
Attorney

Bar Number: 190021-8

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