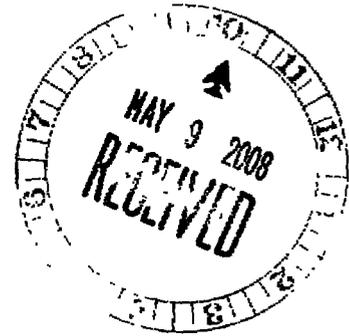


RECORDATION NO. 24727-J FILED

MAY 09 '08

3-48 PM

SURFACE TRANSPORTATION BOARD



FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

VIA UPS 2nd DAY AIR

May 7, 2008

Ms. Anne K. Quinlan
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20024
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Termination

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Termination dated May 6, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memorandum of Lease which was duly filed on July 22, 2004 at 2:56 P.M. with the Surface Transportation Board under Recordation Number 24727-G. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: B. C. Rail Partnership
c/o Canadian National Railway
935 de la Gauchetiere St. West
Montreal, QC H3B 2M9

The enclosed document is for forty (40) 50'6" long, Plate C box cars, with NOKL marks, which have been terminated in all respects and are no longer covered under the Lease.

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

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

A handwritten signature in black ink, appearing to read "MDunne".

Marcia Dunne
Rail Sr. Documentation Specialist

Enclosures
(BC R025)

MEMORANDUM OF LEASE TERMINATION – RIDER NO. 17 SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE TERMINATION (the "Memorandum") is made and entered into as of May 6, 2008 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and B. C. Rail Ltd. ("Lessee"), a Canadian corporation.

W I T N E S S E T H:

WHEREAS, Lessor and Lessee entered into that certain Lease Agreement dated as of July 21, 1999 and Rider No. 17 dated May 24, 2004 (collectively, the "Lease"), whereby Lessor has agreed to lease to Lessee certain railcars as more particularly described in on Exhibit A (the "Equipment"); and

WHEREAS, Lessor and Lessee entered into that certain Memorandum of Lease dated as of May 24, 2004, evidencing the above-described Lease of such Equipment, which was filed at the Surface Transportation Board on July 22, 2004 at 2:56 P.M. with primary recordation number 24727.

WHEREAS, the Lease between Lessor and Lessee has been terminated; and

NOW, THEREFORE, the Lessor desires to clarify the public record state as follows:

1. This Notice serves as notice that the Lease between Lessor and Lessee relating to the Equipment and evidenced by the Memorandum of Lease filed with the Surface Transportation Board, has been terminated in all respects.
2. All of the interest of the Lessee, its successors and assigns, in the equipment arising pursuant to the Lease have been terminated.
3. Lessor wishes to record this Notice of Termination of Lease and Termination of Memorandum of Lease so as to release the lien with respect to the Equipment.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written (and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation).

LESSOR:

FIRST UNION RAIL CORPORATION

Name: RICHARD F. SEYMOUR
 Title: VICE PRESIDENT SALES & MARKETING

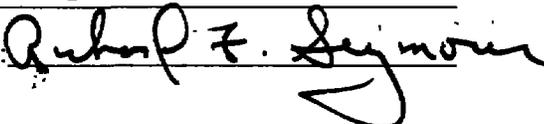
Signature: 

EXHIBIT A to MEMORANDUM OF TERMINATION OF LEASE

NUMBER OF CARS: Forty (40)

DESCRIPTION OF CARS: 50'6" long. Plate C box cars

CAR NUMBERS:

NOKL 88233	NOKL 88267
NOKL 88234	NOKL 88268
NOKL 88237	NOKL 88270
NOKL 88238	NOKL 88271
NOKL 88239	NOKL 88274
NOKL 88243	NOKL 88275
NOKL 88244	NOKL 88277
NOKL 88245	NOKL 88280
NOKL 88248	NOKL 88281
NOKL 88249	NOKL 88282
NOKL 88250	NOKL 88285
NOKL 88251	NOKL 88286
NOKL 88253	NOKL 88287
NOKL 88254	NOKL 88289
NOKL 88255	NOKL 88293
NOKL 88256	NOKL 88297
NOKL 88257	NOKL 88299
NOKL 88258	NOKL 88301
NOKL 88260	NOKL 88305
NOKL 88262	NOKL 88315

Count 40