

RECORDATION NO. 22060-A FILED

JUN 02 '08

2-56 PM

SURFACE TRANSPORTATION BOARD



FIRST UNION RAIL

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

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VIA UPS 2nd DAY AIR

May 29, 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 Termination of Lease

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 Termination of Lease dated May 28, 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 March 3, 1999 at 9:00 a.m. with the Surface Transportation Board under Recordation Number 22060. 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: Canadian National Railway Company
935 de La Gauchetiere St. West
Montreal, Quebec H3C 2M9
CANADA

The enclosed document is for seventy four (74) 73' Centerbeam flat cars, (see Exhibit A for car numbers) 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 Termination of Lease

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,

Marcia Dunne
Rail Sr. Documentation Specialist

Enclosures
(CN035)

MEMORANDUM OF LEASE TERMINATION – RIDER NO. 6

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE TERMINATION (the "Memorandum") is made and entered into as of May 28, 2008 by and between the Montreal branch of First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Canadian National Railway Company ("Lessee"), a Canadian corporation.

WITNESSETH:

WHEREAS, Lessor and Lessee entered into that certain Lease Agreement dated as of June 16, 1994 and Rider No. 6 dated May 15, 1997 (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 15, 1997, evidencing the above-described Lease of such Equipment, which was (i) deposited at the Registrar General of Canada pursuant to Section 105 of the Canada Transportation Act on February 19, 1999 at 1:30 P.M., and (ii) filed at the Surface Transportation Board on March 3, 1999 at 9:00 A.M. with primary recordation number 22060.

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 and Registrar General, 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: Susan Barrie

Title: Regional Vice President, Sales

Signature: *Susan Barrie*

EXHIBIT A to MEMORANDUM OF TERMINATION OF LEASE

NUMBER OF CARS: Seventy four (74)

DESCRIPTION OF CARS: 73', Centerbeam Flat Cars

CAR NUMBERS:

| | |
|-------------|-------------|
| NOKL 730105 | NOKL 730314 |
| NOKL 730107 | NOKL 730315 |
| NOKL 730109 | NOKL 730316 |
| NOKL 730114 | NOKL 730317 |
| NOKL 730121 | NOKL 730318 |
| NOKL 730122 | NOKL 730319 |
| NOKL 730124 | NOKL 730320 |
| NOKL 730126 | NOKL 730321 |
| NOKL 730129 | NOKL 730322 |
| NOKL 730133 | NOKL 730323 |
| NOKL 730134 | NOKL 730324 |
| NOKL 730135 | NOKL 730325 |
| NOKL 730136 | NOKL 730326 |
| NOKL 730140 | NOKL 730327 |
| NOKL 730143 | NOKL 730328 |
| NOKL 730146 | NOKL 730329 |
| NOKL 730151 | NOKL 730330 |
| NOKL 730152 | NOKL 730331 |
| NOKL 730155 | NOKL 730332 |
| NOKL 730159 | NOKL 730334 |
| NOKL 730160 | NOKL 730335 |
| NOKL 730162 | NOKL 730336 |
| NOKL 730200 | NOKL 730337 |
| NOKL 730201 | NOKL 730338 |
| NOKL 730210 | NOKL 730339 |
| NOKL 730300 | NOKL 730340 |
| NOKL 730301 | NOKL 730341 |
| NOKL 730302 | NOKL 730342 |
| NOKL 730303 | NOKL 730343 |
| NOKL 730304 | NOKL 730344 |
| NOKL 730305 | NOKL 730345 |
| NOKL 730306 | NOKL 730346 |
| NOKL 730307 | NOKL 730347 |
| NOKL 730308 | NOKL 730348 |
| NOKL 730310 | NOKL 730349 |
| NOKL 730311 | NOKL 730350 |
| NOKL 730312 | NOKL 730351 |