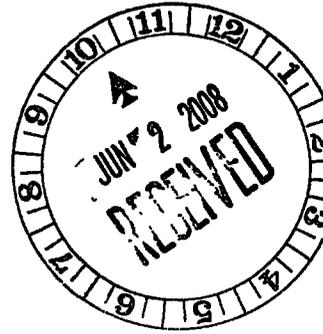


RECORDATION NO. 23765-T FILED

JUN 02 '08

4:13 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 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 December 17, 2001 at 2:31 p.m. with the Surface Transportation Board under Recordation Number 23765. 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 five (75) Bi-level autoracks, (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,

A handwritten signature in black ink, appearing to read 'Marcia Dunne'.

Marcia Dunne
Rail Sr. Documentation Specialist

Enclosures
(CN062)

JUN 02 '08

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CN 062

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE TERMINATION – RIDER NO. 10

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.

W I T N E S S E T H:

WHEREAS, Lessor and Lessee entered into that certain Lease Agreement dated as of June 16, 1994 and Rider No. 10 dated January 1, 2000 (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 January 1, 2000, 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 December 21, 2001 at 11:10 A.M., and (ii) filed at the Surface Transportation Board on December 17, 2001 at 2:31 P.M. with primary recordation number 23765.

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 AUTORACKS: Seventy five (75)

DESCRIPTION OF AUTORACKS: Bi-level autoracks attached to the flatcars listed below:

TTGX 966174	TTGX 159265
TTGX 159163	TTGX 977259
TTGX 966172	TTGX 966167
TTGX 977102	TTGX 940644
TTGX 159732	TTGX 977144
TTGX 159410	TTGX 962297
TTGX 159246	TTGX 159155
TTGX 159494	TTGX 941084
TTGX 942188	TTGX 159473
TTGX 963006	TTGX 160295
TTGX 254713	TTGX 966182
TTGX 977164	TTGX 966180
TTGX 966176	TTGX 159535
TTGX 159658	TTGX 962240
TTGX 965219	TTGX 963256
TTGX 157945	TTGX 255793
TTGX 255665	TTGX 254021
TTGX 159258	TTGX 255611
TTGX 255337	TTGX 966179
TTGX 940391	TTGX 254004
TTGX 254451	TTGX 253937
TTGX 254017	TTGX 255819
TTGX 977100	TTGX 254437
TTGX 966191	TTGX 254488
TTGX 942079	TTGX 158667
TTGX 966183	TTGX 255592
TTGX 941722	TTGX 158677
TTGX 966192	TTGX 159091
TTGX 256074	TTGX 158619
TTGX 158199	TTGX 977172
TTGX 254834	
TTGX 966193	
TTGX 977276	
TTGX 159315	
TTGX 254680	
TTGX 962073	
TTGX 159216	
TTGX 966181	
TTGX 977227	
TTGX 977009	
TTGX 977119	
TTGX 977207	
TTGX 964267	
TTGX 977026	
TTGX 255946	