

RECORDATION NO 24727-P FILED

JUN 02 '08

3-40 PM

SURFACE TRANSPORTATION BOARD



FIRST UNION RAIL

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

Tel 847.318.7575
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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 December 10, 2003 at 3:37 p.m. with the Surface Transportation Board under Recordation Number ~~23765~~ 24727. 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 Ltd.
c/o Canadian National Railway Company
935 de La Gauchetiere St. West
Montreal, Quebec H3C 2M9

The enclosed document is for seventy eight (78) 50' 6" long, Plate C box 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
(BCR019)

MEMORANDUM OF LEASE TERMINATION – RIDER NO. 11 JUN 02 '08

3-40 PM

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 B. C. Rail Ltd. ("Lessee"), a Canadian corporation.

WITNESSETH:

WHEREAS, Lessor and Lessee entered into that certain Lease Agreement dated as of July 21, 1999 and Rider No. 11 dated December 6, 2002 (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 July 1, 2002, 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 January 8, 2004 at 1:19 P.M., and (ii) filed at the Surface Transportation Board on December 10, 2003 at 12:43 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 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 eight (78)

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

CAR NUMBERS:

NOKL 88150	NOKL 88172	NOKL 88193	NOKL 88215
NOKL 88151	NOKL 88173	NOKL 88194	NOKL 88216
NOKL 88152	NOKL 88174	NOKL 88195	NOKL 88217
NOKL 88153	NOKL 88175	NOKL 88196	NOKL 88218
NOKL 88154	NOKL 88176	NOKL 88197	NOKL 88219
NOKL 88155	NOKL 88177	NOKL 88198	NOKL 88232
NOKL 88156	NOKL 88178	NOKL 88199	NOKL 88240
NOKL 88157	NOKL 88179	NOKL 88200	NOKL 88261
NOKL 88158	NOKL 88180	NOKL 88201	NOKL 88272
NOKL 88159	NOKL 88181	NOKL 88202	NOKL 88273
NOKL 88160	NOKL 88182	NOKL 88203	NOKL 88288
NOKL 88161	NOKL 88183	NOKL 88204	NOKL 88292
NOKL 88162	NOKL 88184	NOKL 88205	NOKL 88298
NOKL 88163	NOKL 88185	NOKL 88206	NOKL 88303
NOKL 88164	NOKL 88186	NOKL 88207	NOKL 88307
NOKL 88165	NOKL 88187	NOKL 88208	Count: 78
NOKL 88166	NOKL 88188	NOKL 88209	
NOKL 88167	NOKL 88189	NOKL 88210	
NOKL 88168	NOKL 88190	NOKL 88212	
NOKL 88169	NOKL 88191	NOKL 88213	
NOKL 88170	NOKL 88192	NOKL 88214	