

RECORDATION NO. 23765-V FILED

JUN 02 '08

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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 2<sup>nd</sup> 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 3:18 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 fourteen (14) 52' 5" 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  
(CN069)

CN 069

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## MEMORANDUM OF LEASE TERMINATION – RIDER NO. 14

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. 14 dated December 1, 1999 (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 December 1, 1999, 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 11:14 A.M., and (ii) filed at the Surface Transportation Board on December 17, 2001 at 3:18 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 CARS:** Fourteen (14)

**DESCRIPTION OF CARS:** 52' 5", Plate C, Box Cars

**CAR NUMBERS:** NOKL 520000  
NOKL 520001  
NOKL 520002  
NOKL 520003  
NOKL 520004  
NOKL 520005  
NOKL 520006  
NOKL 520007  
NOKL 520008  
NOKL 520009  
NOKL 520010  
NOKL 520011  
NOKL 520012  
NOKL 520013