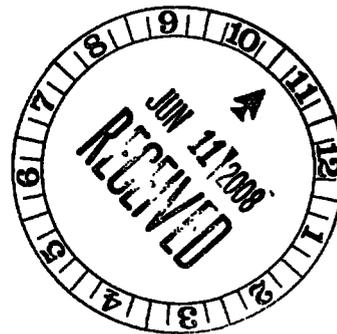


RECORDATION NO. 24727-0 FILED

JUN 11 '08

2-37 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

June 9, 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 June 2, 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 12:39 p.m. with the Surface Transportation Board under Recordation Number 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 Gauchetière St. West
Montreal, Quebec H3C 2M9

The enclosed document is for one hundred (100) 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
(BCR018)

JUN 11 '08

2-37 PM

BCR 018

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE TERMINATION – RIDER NO. 10

THIS MEMORANDUM OF LEASE TERMINATION (the "Memorandum") is made and entered into as of June 2, 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. 10 dated June 26, 2003 (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 June 26, 2003, 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 12:39 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: One hundred (100)

DESCRIPTION OF CARS: 73' Centerbeam flat cars

| | | | |
|---------------------|-------------|-------------|------------------|
| CAR NUMBERS: | NOKL 732501 | NOKL 732588 | NOKL 732657 |
| | NOKL 732502 | NOKL 732592 | NOKL 732659 |
| | NOKL 732503 | NOKL 732595 | NOKL 732660 |
| | NOKL 732509 | NOKL 732598 | NOKL 732664 |
| | NOKL 732512 | NOKL 732599 | NOKL 732666 |
| | NOKL 732516 | NOKL 732600 | NOKL 732668 |
| | NOKL 732517 | NOKL 732602 | NOKL 732669 |
| | NOKL 732518 | NOKL 732607 | NOKL 733504 |
| | NOKL 732519 | NOKL 732608 | NOKL 733506 |
| | NOKL 732521 | NOKL 732609 | NOKL 733507 |
| | NOKL 732529 | NOKL 732612 | NOKL 733508 |
| | NOKL 732531 | NOKL 732613 | NOKL 733509 |
| | NOKL 732532 | NOKL 732614 | NOKL 733510 |
| | NOKL 732535 | NOKL 732615 | NOKL 733511 |
| | NOKL 732537 | NOKL 732616 | NOKL 733516 |
| | NOKL 732539 | NOKL 732617 | NOKL 733520 |
| | NOKL 732544 | NOKL 732619 | NOKL 733521 |
| | NOKL 732545 | NOKL 732620 | NOKL 733524 |
| | NOKL 732548 | NOKL 732621 | NOKL 733525 |
| | NOKL 732552 | NOKL 732623 | NOKL 733526 |
| | NOKL 732553 | NOKL 732625 | NOKL 733529 |
| | NOKL 732554 | NOKL 732627 | NOKL 733530 |
| | NOKL 732557 | NOKL 732628 | NOKL 733531 |
| | NOKL 732558 | NOKL 732632 | NOKL 733533 |
| | NOKL 732562 | NOKL 732634 | NOKL 733534 |
| | NOKL 732564 | NOKL 732635 | NOKL 733538 |
| | NOKL 732566 | NOKL 732639 | Count 100 |
| | NOKL 732570 | NOKL 732641 | |
| | NOKL 732571 | NOKL 732642 | |
| | NOKL 732573 | NOKL 732643 | |
| | NOKL 732577 | NOKL 732646 | |
| | NOKL 732578 | NOKL 732647 | |
| | NOKL 732579 | NOKL 732649 | |
| | NOKL 732580 | NOKL 732650 | |
| | NOKL 732582 | NOKL 732651 | |
| | NOKL 732584 | NOKL 732652 | |
| | NOKL 732585 | NOKL 732655 | |