

JUL 07 '08

10-00 AM

ALVORD AND ALVORD
ATTORNEYS AT LAW
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WASHINGTON, DC

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20036

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July 7, 2008

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Partial Termination of Lease, dated as of July 1, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Master Equipment Lease Agreement filed with the Board under Recordation Number 21910.

The names and addresses of the parties to the enclosed document are:

Lessee: Sault Ste. Marie Bridge Company
c/o Canadian National Railway Company
935 de la Gauchetiere Street West
Montreal, Quebec
Canada H3W 2N1

Lessor: Banc of America Leasing & Capital LLC
successor by merger to Fleet Capital
Corporation
One Financial Plaza
Providence, RI 02903

Anne K. Quinlan, Esquire
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A description of the railroad equipment covered by the enclosed document is:

240 boxcars TERMINATED: WCCL 25200 - WCCL 25442 (excluding WCCL 25267, 25303 and 25320) (formerly marked SSAM).

A short summary of the document to appear in the index is:

Memorandum of Partial 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 stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

JUL 07 08

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF PARTIAL TERMINATION OF LEASE
dated as of July 1, 2008 between **Banc of America Leasing & Capital, LLC** successor-by-merger to Fleet Capital Corporation and **Sault Ste. Marie Bridge Company**.

WHEREAS, Banc of America Leasing & Capital LLC successor by merger to **Fleet Capital Corporation** as lessor (the "Lessor") and **Sault Ste. Marie Bridge Company** as lessee (the "Lessee") entered into a Master Equipment Lease Agreement dated as of December 30, 1998, as supplemented by Equipment Lease Schedule No. 32839-00001 dated December 31, 1998, (collectively, the "Lease") covering: (i) three-hundred twenty-three (323) boxcars, ninety-nine (99) bulkhead flatcars and forty-eight (48) ore cars (collectively, the "Remaining Equipment") and (ii) two-hundred forty (240) 50'6" Plate C 70-ton boxcars (formerly SSAM) marked and numbered **WCCL (formerly SSAM) 25200 to 25266, 25268 to 25302, 25304 to 25319 and 25321 to 25442** (collectively, the "Boxcars");

AND WHEREAS, (i) a Memorandum of Master Equipment Lease Agreement dated as of December 30, 1998 was filed with the Surface Transportation Board on December 30, 1998 at 10:55 A.M. with assigned recordation number 21910 and (ii) such Master Equipment Lease Agreement and such Equipment Lease Schedule No. 32839-00001 were both deposited at the Registrar General of Canada on January 20, 1999.

IN WITNESS WHEREOF, Lessor and Lessee wish to show for the public record that as of the date first above written:

- (i) The Lease has been partially terminated, effective as of the date hereof, in respect of the Boxcars only;
- (ii) The Lease remains in full force and effect in respect of the Remaining Equipment:

and accordingly, have caused this Memorandum of Partial Termination of Lease to be executed by their officers thereunto duly authorized.

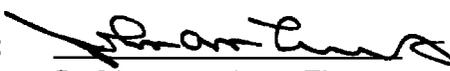
**BANC OF AMERICA LEASING,
& CAPITAL, LLC**
Successor -by- merger Fleet Capital
Corporation

By:
Its:


VP

**SAULT STE. MARIE BRIDGE
COMPANY,**

By:
Its:

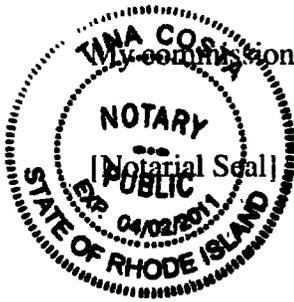

Sr. Manager, Asset Finance

STATE OF RHODE ISLAND)
AND PROVIDENCE PLANTATIONS) ss:
COUNTY OF PROVIDENCE)

On this 3 day of July, 2008, before me personally appeared Sandra Bernante, to me personally known, who, being by me duly sworn, says that he / she is Vice President of Banc of America Leasing & Capital, LLC, successor-by-merger to Fleet Capital Corporation that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he / she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Tina Costa

Notary Public



Commission expires: 4/2/11

PROVINCE OF QUEBEC)
DISTRICT OF MONTREAL) ss:
)

On this 12th day of June, 2008, before me personally appeared John A.N. Lamont, to me personally known, who, being by me duly sworn, says that he is duly authorized to state that the foregoing instrument was signed on behalf of Sault Ste. Marie Bridge Company by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Signature]
Attorney / Avocat

Bar #: 188726-2