

FIRST UNION RAIL

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

Tel 847 318 7575
Fax 847 318 7588

RECORDATION NO. 21992-A FILED

SEP 02 '09 -2 52 PM

SURFACE TRANSPORTATION BOARD

VIA UPS 2nd DAY AIR



Ms Anne K Quinlan
Surface Transportation Board
395 F Street S W , Suite 100
Washington, DC 20024
Attn Recordation of Railroad Equipment

Re: Memorandum of Lease Termination – Rider No. 5

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 Lease Termination, dated August 31, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed on January 28, 1999 at 9:30 a.m. with the Surface Transportation Board under Recordation Number 21992.

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, 8 th Floor Montreal, Quebec H3B 2M9 Canada
--------	--	--------	--

The enclosed document is for ninety eight (98) 100-ton Plate "F" box cars with CN marks (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 Lease Termination

Also enclosed is a check in the amount of \$41.00 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.

Best regards,

A handwritten signature in black ink, appearing to read 'Marcia Dunne', with a long horizontal line extending to the right.

Marcia Dunne
Senior Documentation Specialist

Enclosures

(C N038)

SEP 02 '09 -2 52 PM

MEMORANDUM OF LEASE TERMINATION – RIDER NO. 5

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE TERMINATION (the "Memorandum") dated as of August 31, 2009 is made by the Montreal branch of First Union Rail Corporation (the "Lessor"), a North Carolina corporation, and pertains to that certain Lease Agreement dated as of June 16, 1994 and Rider No 5 dated July 15, 1997 (collectively, the "Lease"), between Lessor and Canadian National Railway Company (the "Lessee"), a Canadian corporation

WITNESSETH:

WHEREAS, Lessor and Lessee entered into the Lease whereby Lessor has agreed to lease to Lessee certain railcars (the "Equipment") as more particularly described on Exhibit A attached hereto, and,

WHEREAS, Lessor and Lessee entered into that certain Memorandum of Lease dated as of July 15, 1997, 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 October 28, 1998 at 3 00 p m., and (ii) filed at the Surface Transportation Board on January 28, 1999 at 9 30 a m. with primary recordation number 21992

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 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 Lessor has caused this Memorandum to be executed by its duly authorized officer as of the 31st day of August, 2009 (and the undersigned declares under penalty of perjury that 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 A Barrie

Title Regional Vice President, Sales

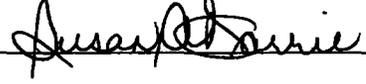
Signature 

EXHIBIT A to MEMORANDUM OF TERMINATION OF LEASE

NUMBER OF CARS. Ninety-eight (98)

DESCRIPTION OF CARS: 100-ton Plate "F" Box Cars

CAR NUMBERS: CN 558425 to CN 558434 inclusive,
CN 558436 to CN 558453 inclusive, and
CN 558455 to CN 558524 inclusive