

SEP 17 '09

3-00 PM

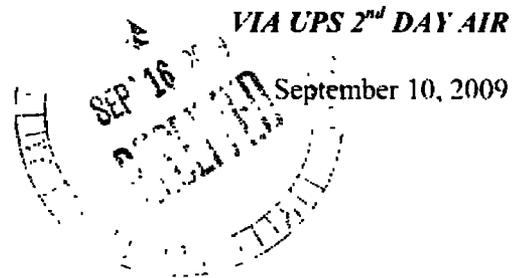
SURFACE TRANSPORTATION BOARD

## FIRST UNION RAIL

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

Tel. 847.318.7575  
Fax. 847.318.7588

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 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 September 9, 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 May 9, 2008 at 4:43 p.m. with the Surface Transportation Board under Recordation Number 27252-H.

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<sup>th</sup> Floor  
Montreal, Quebec H3B 2M9  
Canada

The enclosed document is for thirty nine (39) 286,000 lb. GRI., centerbeam flatcars with risers having BCOI 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.

Sincerely,

Marcia Dunne  
Senior Rail Documentation Specialist

Enclosures

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3-00P

## MEMORANDUM OF LEASE TERMINATION - RIDER NO. 5

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE TERMINATION (the "Memorandum") dated as of September 9, 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 January 1, 2004 and Rider No. 5 dated May 1, 2004 (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 May 1, 2004, 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 June 2, 2008 at 10:30 a.m., and (ii) filed at the Surface Transportation Board on May 9, 2008 at 4:43 p.m. with primary recordation number 27252-H.

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 9<sup>th</sup> day of September, 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: Thirty nine (39)

DESCRIPTION OF CARS: 286,000 lb. GRL, centerbeam flatcars with risers

CAR NUMBERS:

BCOL 873650	BCOL 873670
BCOL 873651	BCOL 873671
BCOL 873652	BCOL 873673
BCOL 873653	BCOL 873674
BCOL 873654	BCOL 873675
BCOL 873655	BCOL 873676
BCOL 873656	BCOL 873677
BCOL 873657	BCOL 873678
BCOL 873658	BCOL 873679
BCOL 873659	BCOL 873680
BCOL 873660	BCOL 873681
BCOL 873661	BCOL 873682
BCOL 873662	BCOL 873683
BCOL 873663	BCOL 873684
BCOL 873664	BCOL 873685
BCOL 873665	BCOL 873686
BCOL 873666	BCOL 873687
BCOL 873667	BCOL 873688
BCOL 873668	BCOL 873689
BCOL 873669	