

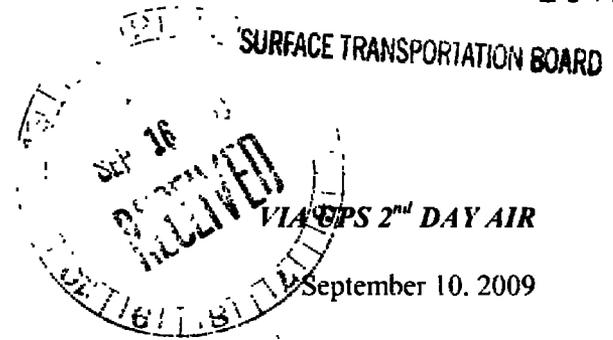
SEP 17 2009

3-23 PM

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. 11**

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 4:56 p.m. with the Surface Transportation Board under Recordation Number 27252-M.

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 one hundred (100) coil gondola cars with NOKL 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

(CNI28)

SEP 17 '09

3-23 PM

## MEMORANDUM OF LEASE TERMINATION – RIDER NO. 11 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. 11 dated May 1, 2006 (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, 2006, 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 May 12, 2008 at 9:43 a.m., and (ii) filed at the Surface Transportation Board on May 9, 2008 at 4:56 p.m. with primary recordation number 27252-M.

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.

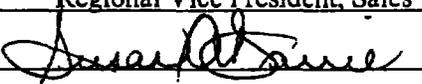
IN WITNESS WHEREOF, the Lessor has caused this Memorandum to be executed by its duly authorized officer as of the 9<sup>th</sup> day of September, 2009 (and the undersigned declares under penalty of perjury that she holds the title indicated below and that the execution of this Memorandum was the free 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: One hundred (100).

DESCRIPTION OF CARS: Coil gondola cars, 42' interior length, longitudinal design, with one piece insulated covers, 116-ton load limit, built by Alstom in 1999 (E241).

### CAR NUMBERS:

NOKL 380601	NOKL 380690	NOKL 380806
NOKL 380607	NOKL 380693	NOKL 380807
NOKL 380618	NOKL 380696	NOKL 380808
NOKL 380622	NOKL 380698	NOKL 380809
NOKL 380623	NOKL 380701	NOKL 380811
NOKL 380626	NOKL 380703	NOKL 380812
NOKL 380627	NOKL 380704	NOKL 380813
NOKL 380628	NOKL 380710	NOKL 380815
NOKL 380632	NOKL 380714	NOKL 380816
NOKL 380633	NOKL 380719	NOKL 380818
NOKL 380634	NOKL 380720	NOKL 380819
NOKL 380635	NOKL 380721	NOKL 380824
NOKL 380636	NOKL 380724	NOKL 380826
NOKL 380637	NOKL 380726	NOKL 380829
NOKL 380639	NOKL 380729	NOKL 380830
NOKL 380640	NOKL 380731	NOKL 380832
NOKL 380642	NOKL 380732	NOKL 380834
NOKL 380643	NOKL 380734	NOKL 380835
NOKL 380645	NOKL 380736	NOKL 380838
NOKL 380646	NOKL 380739	NOKL 380839
NOKL 380647	NOKL 380741	NOKL 380840
NOKL 380649	NOKL 380790	NOKL 380841
NOKL 380650	NOKL 380792	NOKL 380842
NOKL 380651	NOKL 380795	NOKL 380843
NOKL 380654	NOKL 380796	NOKL 380845
NOKL 380656	NOKL 380797	NOKL 380846
NOKL 380658	NOKL 380799	NOKL 380847
NOKL 380661	NOKL 380800	NOKL 380848
NOKL 380663	NOKL 380801	NOKL 380849
NOKL 380664	NOKL 380802	NOKL 380850
NOKL 380673	NOKL 380803	NOKL 380856
NOKL 380679	NOKL 380804	NOKL 380881
NOKL 380681	NOKL 380805	NOKL 380886
NOKL 380686		