

SEP 17 '09

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SURFACE TRANSPORTATION BOARD



VIA UPS 2nd DAY AIR

September 14, 2009

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

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of a Memorandum of Lease Termination dated September 11, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memorandum of Loading Agreement which was duly filed on January 2, 1996 at 11:30 a.m. with the Interstate Commerce Commission under Recordation Number 19866. The names and addresses of the parties to the enclosed document are:

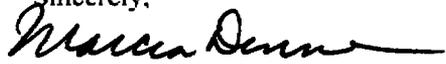
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|--|--|
| <p>Lessor: First Union Rail Corporation One O'Hare Centre 6250 River Road, Suite 5000 Rosemont, IL 60018</p> | <p>Lessee: Illinois Central Railroad Company c/o Canadian National Railway 935 de la Gauchetiere St. West Montreal, QC H3B 2M9</p> |
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The enclosed document is for one hundred (100) 52 ft. 100-ton gondola railcars, with CRLE marks, 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
(1C017)

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MEMORANDUM OF LEASE TERMINATION

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE TERMINATION (the "Memorandum") is made and entered into as of Sept. 11, 2009 by and between First Union Rail Corporation, as successor in interest to Greenbrier Leasing Corporation ("Lessor"), a North Carolina corporation, and Illinois Central Railroad Company ("Lessee"), an Illinois corporation.

WITNESSETH:

WHEREAS, Lessor and Lessee entered into that certain Loading Agreement dated as of July 11, 1995 and Rider No. 1 dated July 11, 1995 (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 Loading Agreement dated as of July 11, 1995, as assigned to First Union Rail Corporation on July 1, 1997, evidencing the above-described Lease of such Equipment, which was filed at the Interstate Commerce Commission on January 2, 1996 at 11:30 a.m. with primary recordation number 19866.

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 Loading Agreement filed with the Interstate Commerce Commission, 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: Richard F. Seymour

Title: Vice President Sales & Marketing

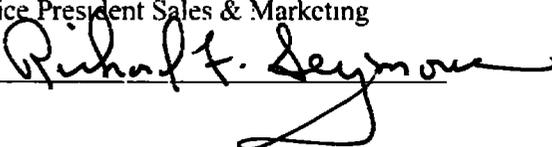
Signature: 

EXHIBIT A to MEMORANDUM OF TERMINATION OF LEASE

NUMBER OF CARS: One hundred (100)

DESCRIPTION OF CARS: 52', 100-ton gondola railcars with 286,000 lb. capacity and 5'6" high sides

CAR NUMBERS: CRLE 3000 through CRLE 3099, inclusive