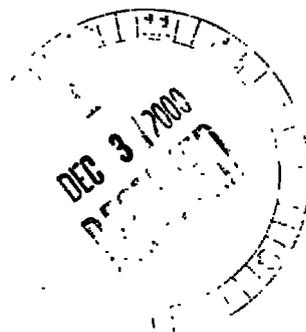


RECORDATION NO. 23765-D1 FILED

DEC 03 '09

3-25 PM

SURFACE TRANSPORTATION BOARD



December 1, 2009

FIRST UNION RAIL

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

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

Chief Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Termination and Termination of Amendment No. 1 to Memorandum of Lease

Dear Section Chief:

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 and Termination of Amendment No. 1 to Memorandum of Lease dated November 23, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the

- 1) Memorandum of Lease dated June 1, 1998 which was duly filed at the Surface Transportation Board on December 17, 2001 at 2:07 p.m. under primary Recordation Number 23765 and
- 2) Amendment No. 1 to Memorandum of Lease dated October 15, 2002 filed at the Surface Transportation Board on August 12, 2003 at 2:08 p.m. under Recordation No. 23765-K.

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 Montreal, Quebec H3B 2M9 Canada
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The enclosed document is for 100 (100) 50'6" A.A.R. Class XP, Plate F Box Cars with CNA 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 and Termination of Amendment No. 1 to Memorandum of Lease

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 Documentation Specialist
Enclosures

(CN051)

DEC 03 '09

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CN 051

SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF LEASE TERMINATION – RIDER NO. 20 and
TERMINATION OF AMENDMENT NO. 1 TO MEMORANDUM OF LEASE**

THIS MEMORANDUM OF LEASE TERMINATION and TERMINATION OF AMENDMENT NO. 1 TO MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of November 23 2009 by and between the Montreal branch of First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Canadian National Railway Company ("Lessee"), a Canadian corporation.

W I T N E S S E T H:

WHEREAS, Lessor and Lessee entered into that certain Lease Agreement dated as of June 16, 1994 and Rider No. 8 dated June 1, 1998 (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 Lease dated as of June 1, 1998, and Amendment No. 1 to Memorandum of Lease dated October 15, 2002 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 December 21, 2001 at 11:08 a.m., and amended on August 12, 2003 at 11:36 a.m. and (ii) filed at the Surface Transportation Board on December 17, 2001 at 2:07 p.m. with primary recordation number 23765 and amended on August 12, 2003 at 2:08 p.m. with recordation number 23765-K.

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 and Amendment No. 1 to Memorandum of Lease filed with the Surface Transportation Board and Registrar General, have 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 has been terminated.
3. Lessor wishes to record this Notice of Termination of Lease and Termination of Memorandum of Lease and Termination of Amendment No. 1 to 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 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 Barrie

Title: Regional Vice President, Sales

Signature: Susan Barrie

**EXHIBIT A to MEMORANDUM OF TERMINATION OF LEASE and
TERMINATION OF AMENDMENT NO. 1 TO MEMORANDUM OF LEASE**

NUMBER OF CARS: **One Hundred (100)**

DESCRIPTION OF CARS: **50'6" A.A.R. Class XP, Plate F, Box Cars
equipped with a single 12' plug door**

CAR NUMBERS:

CNA 406800	CNA 406835	CNA 406870
CNA 406801	CNA 406836	CNA 406871
CNA 406802	CNA 406837	CNA 406872
CNA 406803	CNA 406838	CNA 406873
CNA 406805	CNA 406839	CNA 406874
CNA 406806	CNA 406840	CNA 406875
CNA 406807	CNA 406841	CNA 406876
CNA 406808	CNA 406842	CNA 406877
CNA 406809	CNA 406843	CNA 406878
CNA 406810	CNA 406844	CNA 406879
CNA 406811	CNA 406845	CNA 406880
CNA 406812	CNA 406846	CNA 406881
CNA 406813	CNA 406847	CNA 406882
CNA 406814	CNA 406848	CNA 406883
CNA 406815	CNA 406849	CNA 406884
CNA 406816	CNA 406850	CNA 406885
CNA 406817	CNA 406852	CNA 406886
CNA 406818	CNA 406853	CNA 406887
CNA 406819	CNA 406854	CNA 406888
CNA 406820	CNA 406855	CNA 406889
CNA 406821	CNA 406856	CNA 406890
CNA 406822	CNA 406857	CNA 406891
CNA 406823	CNA 406858	CNA 406892
CNA 406824	CNA 406859	CNA 406893
CNA 406825	CNA 406860	CNA 406894
CNA 406826	CNA 406861	CNA 406896
CNA 406827	CNA 406862	CNA 406897
CNA 406828	CNA 406863	CNA 406898
CNA 406829	CNA 406864	CNA 406899
CNA 406830	CNA 406865	CNA 406270
CNA 406831	CNA 406866	CNA 406271
CNA 406832	CNA 406867	CNA 406272
CNA 406833	CNA 406868	Count: 100
CNA 406834	CNA 406869	