

RECORDATION NO. 17947-E FILED

FEB 17 '10 -10 00 AM

**SURFACE TRANSPORTATION BOARD**

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ELIAS C. ALVORD (1942)  
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OF COUNSEL  
URBAN A. LESTER

February 17, 2010

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Partial (and Final) Termination of Lease No. 2, dated as of December 28, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease previously filed with the Commission under Recordation Number 17947.

The names and addresses of the parties to the enclosed document are:

**Lessor:** Banc of America Leasing & Capital, LLC  
One Financial Plaza  
Providence, Rhode Island 02901

**Lessee:** Grand Trunk Western Railroad Company  
935 de la Gauchetiere Street West  
Montreal, Quebec  
Canada H3B 2M9

Section Chief  
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A description of the railroad equipment covered by the enclosed document is:

13 locomotives: GTW 5930, GTW 5933, GTW 5936, GTW 5937, GTW 4994 and GTW 4995 (formerly GTW 2600 and GTW 6201, respectively), GTW 4627 - GTW 4633; AND

104 bi-level racks: GTW 92000 - GTW 92103.

A short summary of the document to appear in the index is.

Memorandum of Partial (and Final) Termination of Lease No. 2.

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 stamped copies of the enclosed document to the undersigned

Very truly yours,



Robert W Alvord

RWA/sem  
Enclosures

FEB 17 '10 -10 00 AM

SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF PARTIAL (AND FINAL) TERMINATION OF LEASE NO. 2** dated as of December 28, 2009 between **Banc of America Leasing & Capital, LLC**, successor-by-merger to Nationsbanc Leasing Corporation of North Carolina, ("BofA") and **Grand Trunk Western Railroad Company** ("GTW").

**WHEREAS**, Nationsbanc Leasing Corporation of North Carolina (predecessor-in-interest to BofA) as lessor (the "Lessor") and **Grand Trunk Western Railroad Company** (for a time known as Grand Trunk Western Railroad Incorporated) as lessee (the "Lessee") entered into a Lease of Various Items of Railroad Equipment dated as of September 1, 1992, as amended by a First Amendment dated as of December 1, 1992 and an Amending Agreement dated as of December 15, 2004, (collectively, the "Lease") covering (i) thirteen [13] diesel-electric locomotives as more particularly described on Schedule A hereto (the "Locomotives"), (ii) one-hundred four [104] bi-level racks as more particularly described on Schedule A hereto (the "Racks") and (iii) one-hundred fifty-nine [159] 50' autoparts boxcars (the "Boxcars");

**WHEREAS**, the Lease, in respect of the Boxcars only, was partially terminated as of December 28, 2006; and

**WHEREAS**, evidence of the Lease, and the partial termination in respect of the Boxcars, was variously: (i) filed with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) on September 28, 1992, December 21, 1992, December 17, 2004 and February 5, 2007 with assigned recordation numbers 17947, 17947-A, 17947-C and 17947-D and (ii) deposited at the Registrar General of Canada on September 29, 1992, December 21, 1992, December 16, 2004 and January 26, 2007

**IN WITNESS WHEREOF**, Lessor and Lessee wish to show for the public record that as of the date first above written:

- (i) The Lease has been terminated, effective as of the date hereof, in respect of the Locomotives and Racks;
- (ii) Lessor has sold the Locomotives and Racks to Lessee effective on or before the date hereof,

and accordingly, have caused this Memorandum of Partial (and Final) Termination of Lease No. 2 to be executed by their officers thereunto duly authorized.

**BANC OF AMERICA LEASING,  
& CAPITAL, LLC**

**GRAND TRUNK WESTERN  
RAILROAD COMPANY,**

By: *Sandra Buonaiuto*  
Its: **Sandra Buonaiuto**  
Vice President

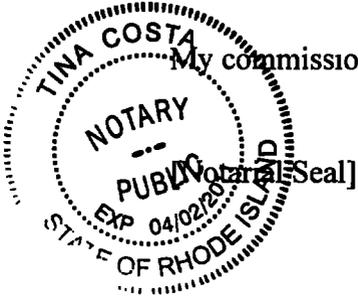
By: *[Signature]*  
Its: **Sr. Manager, Asset Finance**

STATE OF RHODE ISLAND )  
AND PROVIDENCE PLANTATIONS ) ss:  
COUNTY OF PROVIDENCE )

On this 3RD day of FEBRUARY, 2010, before me personally appeared SANDRA BUONAIUTO, to me personally known, who, being by me duly sworn, says that he / she is V-P of Banc of America Leasing & Capital, LLC, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he / she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



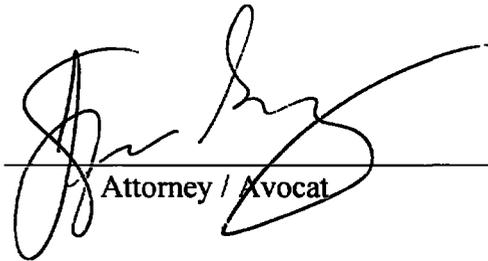
Notary Public



My commission expires. 4/2/11

PROVINCE OF QUEBEC )  
DISTRICT OF MONTREAL ) ss:  
)

On this 4th day of Feb, 2010, before me personally appeared John A.N Lamont, to me personally known, who, being by me duly sworn, says that he is duly authorized to state that the foregoing instrument was signed on behalf of Grand Trunk Western Railroad Company by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Attorney / Avocat

Bar #: 188726-2

**Schedule A to Memorandum**

- 4      **SD40-2 diesel-electric locomotives marked**
  - GTW 5930,
  - GTW 5933,
  - GTW 5936,
  - GTW 5937;
  
- 2      **GP38 diesel-electric locomotives marked**
  - GTW 4994 (formerly GTW 6200);
  - GTW 4995 (formerly GTW 6201);
  
- 7      **GP9 diesel-electric locomotives marked**
  - GTW 4627 to GTW 4633 inclusive, and
  
- 104    **Fully enclosed bi-level racks (mounted on TTX flatcars) marked**
  - GTW 92000 to GTW 92103 inclusive