

RECORDATION NO. 24380-0 FILED

APR 13 '10 -3 07 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
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ELIAS C ALVORD (1942)
ELLSWORTH C ALVORD (1964)

April 13, 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 Termination of Lease and Evidence of Sale (Schedule 1), dated as of April 1, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memoranda of Schedule No. 1 to Master Lease Agreement and related documents which were previously filed with the Board under Recordation Numbers 24380, 24380-A and 24380-J.

The name and address of the party to the enclosed document are:

Lessor: Siemens Financial Services, Inc.
170 Wod Avenue South
Iselin, NJ 088303

Lessee: Illinois Central Railroad Company
c/o Canadian National Railway Company
935 de la Gauchetiere Street West
Montreal, Quebec
Canada H3W 2N1

Section Chief
April 13, 2010
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A description of the railroad equipment covered by the enclosed document is:

197 railcars TERMINATED: IC 767500 - IC 767696.

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

Memorandum of Termination of Lease and Evidence of Sale (Schedule 1).

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

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MEMORANDUM OF TERMINATION OF LEASE AND EVIDENCE OF SALE

(Schedule 1)

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF TERMINATION OF LEASE AND EVIDENCE OF SALE is made and entered into as of April 1, 2010 by and between **SIEMENS FINANCIAL SERVICES, INC.** (the "Lessor"), and **ILLINOIS CENTRAL RAILROAD COMPANY** (the "Lessee").

WITNESSETH:

1. **ICX Corporation** (the "Original Lessor") and Lessee entered into a Master Equipment Lease Agreement dated as of March 15, 2003, and Schedule No. 1 dated as of March 31, 2003 thereto, (collectively, the "Lease") originally covering one-hundred ninety-seven (197) 4,550 cubic foot 100-ton LO hopper cars built by Hawker Siddeley, between 1978 to 1980, then bearing marks and numbers in the range NAHX 455004 to NAHX 455999 non-inclusive (the "Cars");
2. To evidence the Lease of the Cars, a Memorandum of Schedule No. 1 to Master Equipment Lease Agreement dated as of March 31, 2003 was (i) filed at the Surface Transportation Board (the "STB") on March 28, 2003 at 3:25 P.M. with primary recordation number 24380 and (ii) deposited at the Registrar General of Canada (the "RGC") on March 28, 2003 at 3:47 P.M.;
3. Lessee executed a Notice of Railcar Renumbering dated as of November 1, 2003 to evidence the renumbering of the Cars to **IC 767500 to IC 767696 inclusive** which was (i) filed at the STB on November 20, 2003 at 9:51 A.M. with secondary recordation number 24380-A and (ii) deposited at the RGC on November 17, 2003 at 3:27 P.M.;
4. Pursuant to a Master Sale Agreement dated as of June 7, 2005, Original Lessor assigned all its right, title and interest in the Lease, and the Cars thereunder, to Lessor;
5. To evidence such assignment, a Memorandum of Assignment of Schedule No. 1 to Master Lease Agreement dated as of June 16, 2005 was (i) filed at the STB on June 17, 2005 at 2:46 P.M. with secondary recordation number 24380-J and (ii) deposited at the RGC on June 17, 2005;
6. As of the date hereof, Lessor and Lessee desire to terminate the Lease of the Cars and evidence the transfer in title to the Cars to Lessee.

NOW THEREFORE, for good and valuable consideration, Lessor and Lessor hereby agree and acknowledge for the public record that (i) the Lease is terminated and (ii) Lessee is now the owner of the Cars.

[Execution on next page.]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Termination of Lease and Evidence of Sale to be executed as of the date first above written.

SIEMENS FINANCIAL SERVICES, INC.,
Lessor

By: Michelle Mitchell

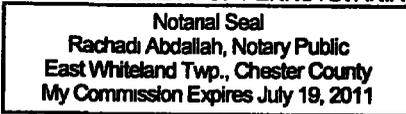
ILLINOIS CENTRAL RAILROAD COMPANY,
Lessee

By: John A.N. Lamont
John A.N. Lamont
Senior Manager Asset Finance

STATE OF NEW JERSEY, COUNTY OF MIDDLESEX, TO WIT:

On this 18th day of April, 2010 before me personally appeared, Michelle Greene Mitchell, to me personally known, who being by me duly sworn, says that she is a representative of SIEMENS FINANCIAL SERVICES, INC., that said instrument was signed on behalf of said corporation 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.

COMMONWEALTH OF PENNSYLVANIA



Rachadi Abdallah
Notary Public

[Notarial Seal]

My commission expires: July 19, 2011

PROVINCE OF QUEBEC, DISTRICT OF MONTREAL, TO WIT:

On this 8th day of April, 2010 before me personally appeared John A.N. Lamont to me personally known, who being by me duly sworn, says that he is the Senior Manager Asset Finance of ILLINOIS CENTRAL RAILROAD COMPANY, that said instrument was signed on behalf of said corporation 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.

[Signature]
Attorney

Bar Number: 188726-2