

FIRST UNION RAIL

One O'Hare Centre  
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Rosemont, IL 60018

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VIA UPS 2<sup>nd</sup> DAY AIR

February 11, 2010



Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W., Suite 100  
Washington, DC 20423-0001  
Re: Documents for Rail Recordation

**Re: Memorandum of Lease Termination**

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 dated January 25, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memorandum of Lease which was duly filed on May 9, 2008 at 5:10 p.m. with the Surface Transportation Board under primary Recordation Number 27252.

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

<p>Lessor: First Union Rail Corporation One O'Hare Centre 6250 N River Road, Suite 5000 Rosemont, IL 60018</p>	<p>Lessee: Canadian National Railway Company 935 de La Gauchetiere St West Montreal, Quebec H3B 2M9 Canada</p>
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The enclosed document is for one hundred twenty one (121) 52' 6" interior length gondola cars, having 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  
(CN134/138)

FEB 17 '10

3-43 PM

## MEMORANDUM OF LEASE TERMINATION

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE TERMINATION (the "Memorandum") is made and entered into as of January 25, 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.

WITNESSETH:

WHEREAS, Lessor and Lessee entered into that certain Lease Agreement dated as of January 1, 2004, Rider No. 19 dated May 1, 2007 and Rider No. 19, Renewal No. 1 dated July 1, 2008 (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 May 1, 2007, 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 9:47 a.m., and (ii) filed at the Surface Transportation Board on May 9, 2008 at 5:10 p.m. with primary recordation number 27252.

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. 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: Susan BarrieTitle: Regional Vice President, SalesSignature: Susan Barrie

**EXHIBIT A to MEMORANDUM OF TERMINATION OF LEASE**

NUMBER OF CARS: One hundred twenty one (121)

DESCRIPTION OF CARS: 52' 6" interior length gondola cars

CAR NUMBERS:

NOKL 310581	NOKL 310974	NOKL 311214	NOKL 316067
NOKL 310602	NOKL 310987	NOKL 311226	NOKL 316068
NOKL 310636	NOKL 311001	NOKL 311234	NOKL 316069
NOKL 310649	NOKL 311002	NOKL 311235	NOKL 316080
NOKL 310665	NOKL 311020	NOKL 311238	NOKL 316082
NOKL 310806	NOKL 311023	NOKL 311241	NOKL 316086
NOKL 310815	NOKL 311027	NOKL 311245	NOKL 316087
NOKL 310820	NOKL 311034	NOKL 311254	NOKL 316088
NOKL 310836	NOKL 311061	NOKL 311255	NOKL 316089
NOKL 310843	NOKL 311064	NOKL 311259	NOKL 316095
NOKL 310852	NOKL 311066	NOKL 311260	NOKL 316096
NOKL 310853	NOKL 311076	NOKL 311261	NOKL 316116
NOKL 310860	NOKL 311080	NOKL 311264	NOKL 316117
NOKL 310867	NOKL 311088	NOKL 311297	NOKL 316118
NOKL 310871	NOKL 311099	NOKL 311298	NOKL 316119
NOKL 310872	NOKL 311106	NOKL 315837	NOKL 316123
NOKL 310875	NOKL 311124	NOKL 315842	NOKL 316156
NOKL 310880	NOKL 311132	NOKL 316000	NOKL 316159
NOKL 310881	NOKL 311137	NOKL 316004	NOKL 316167
NOKL 310887	NOKL 311146	NOKL 316005	NOKL 316174
NOKL 310894	NOKL 311147	NOKL 316008	NOKL 316187
NOKL 310902	NOKL 311155	NOKL 316010	NOKL 316190
NOKL 310905	NOKL 311156	NOKL 316012	NOKL 316214
NOKL 310907	NOKL 311160	NOKL 316030	NOKL 316215
NOKL 310908	NOKL 311162	NOKL 316044	NOKL 316230
NOKL 310928	NOKL 311169	NOKL 316051	NOKL 316233
NOKL 310929	NOKL 311171	NOKL 316057	NOKL 316244
NOKL 310951	NOKL 311173	NOKL 316058	NOKL 320953
NOKL 310957	NOKL 311187	NOKL 316059	
NOKL 310959*	NOKL 311200	NOKL 316062	
NOKL 310961	NOKL 311209	NOKL 316065	

\* Destroyed car