



Wells Fargo Rail
9377 W. Higgins Rd.
Suite 600
Rosemont, IL 60018

wellsfargo.com

RECORDATION NO. 23765-FF
FILED OCTOBER 2, 2017 12:26 PM
SURFACE TRANSPORTATION BOARD

October 2, 2017

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 Partial Termination of Lease

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) please find one (1) originally executed Memorandum of Partial Termination of Lease dated October 2, 2017, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memorandum of Lease, evidencing such Equipment, duly filed with the Surface Transportation Board on August 12, 2003 under recordation number **23765-L**.

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

<p>Lessor: Wells Fargo Rail Corporation f/k/a First Union Rail Corporation 9377 W. Higgins Rd, Suite 600 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 100 73' Centerbeam A.A.R. Class FBC flat cars equipped with risers marked CN 625900 – CN 625999, inclusive 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 Partial Termination of Lease

Please accept this E-filing and invoice Wells Fargo Rail Corporation's account number 22860 in the amount of \$47.00 covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned.

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
Manager Contract Administration

Enclosures

(CN087)

Together we'll go far



**MEMORANDUM OF
PARTIAL TERMINATION OF LEASE**

THIS MEMORANDUM OF PARTIAL TERMINATION OF LEASE (the "**Memorandum**") dated as of October 2, 2017 is made by Wells Fargo Rail Corporation f/k/a First Union Rail Corporation ("**Lessor**"), a corporation organized under the State of North Carolina, and pertains to that certain Lease (as defined below) between Lessor and Canadian National Railway Company ("**Lessee**" and together with Lessor, the "**Parties**").

RECITALS

A. Lessor and Lessee are parties to that certain Lease Agreement dated as of June 16, 1994 (as amended, modified, extended, supplemented, restated and/or replaced from time to time, the "**Lease Agreement**") and that certain Rider No. 18, (as amended, modified, extended, supplemented, restated and/or replaced from time to time, the "**Rider**" and together with the Lease Agreement, the "**Lease**") for the lease of certain Cars. Capitalized terms not otherwise defined shall have their meanings as set forth in the Lease.

B. A Memorandum of Lease was duly filed with the Surface Transportation Board ("**STB**") with respect to: (i) the Lease Agreement on August 12, 2003 under Recordation Number 23765-L.

C. A Memorandum of Lease was duly filed with the Registrar General of Canada ("**RGC**") with respect to: (i) the Lease Agreement on August 12, 2003.

D. The Parties now desire to terminate the Lease with respect to the Cars listed on Exhibit A hereto (the "**Terminated Cars**").

NOW, THEREFORE, Lessor desires to clarify the public record to state as follows:

1. This Memorandum serves as notice that the Terminated Cars are no longer subject to the Lease as evidenced by the Memorandum of Lease filed with the STB and the RGC, and the Lease is terminated solely with respect to the Terminated Cars.

2. Lessor agrees to record this Memorandum with the STB and the RGC so as to release any interest created by or arising out of the Lease with respect to the Terminated Cars.

3. This Memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together constituting only one and the same agreement.

4. This Memorandum shall be governed by and construed in accordance with the laws of the State of Illinois; provided, however, that the Parties hereto shall be entitled to all rights conferred by any applicable federal statute, rule or regulation.

[The remainder of this page is intentionally left blank.]

**EXHIBIT A
TO
MEMORANDUM OF PARTIAL TERMINATION OF LEASE**

RIDER NO. 18:

NUMBER OF CARS: One hundred (100)

DESCRIPTION OF CARS: 73' Centerbeam A.A.R. Class FBC Flat Cars equipped with risers

CAR NUMBERS: CN 625900 – CN 625999, inclusive