

RECORDED 19297-B FILED

JUN 08 '10 -12 22 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

June 8, 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 Termination of Lease and Security Interest, dated as of June 1, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 19297.

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

Owner:	The Buncher Company, Inc. 5600 Forward Avenue Pittsburgh, PA 15217
Lessee:	Illinois Central Railroad Company c/o Canadian National Railway Company 935 de la Gauchetiere Street West Montreal, Quebec Canada H3W 2N1

Section Chief  
June 8, 2010  
Page 2

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

52 railcars TERMINATED: IC 245900 - IC 245951.

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

Termination of Lease and Security Interest.

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,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

JUN 08 '10 -12 22 PM

**TERMINATION OF LEASE AND SECURITY INTEREST****SURFACE TRANSPORTATION BOARD**

**THIS TERMINATION OF LEASE AND SECURITY INTEREST** is made as of June 1, 2010 by and between

**THE BUNCHER COMPANY**, a Pennsylvania corporation having a place of business in Pittsburgh, Allegheny County, Pennsylvania, hereinafter referred to as "Owner,"

AND

**ILLINOIS CENTRAL RAILROAD COMPANY**, an Illinois corporation having a principal place of business in Homewood, Cook County, Illinois, hereinafter referred to as "Lessee."

WITNESSETH:

1. **Interail, Inc.** as lessor, and as agent for Owner, (the "Original Lessor") and Lessee as lessee entered into a Lease Agreement dated as of January 26, 1995 (the "Original Lease") covering fifty-two (52) 52'6" gondola cars built in 1975 bearing the reporting marks **IC 245900 through IC 245951** (the "Cars");
2. Original Lessor and Owner entered into an Agency Agreement dated as of January 26, 1995 (the "Agency Agreement");
3. To evidence the Original Lease and the Agency Agreement, (i) a Memorandum of Lease and (ii) a Memorandum of Agency Agreement and Interest, both dated as of January 26, 1995, were filed at the Interstate Commerce Commission (predecessor to the Surface Transportation Board) on March 16, 1995 at 10:10 A.M. with recordation numbers 19297 and 19297-A, respectively;
4. **First Union Rail Corporation** is the successor to Original Lessor under both the Original Lease and the Agency Agreement;
5. Owner as lessor and Lessee as lessee, with the acknowledgement and agreement of successor Original Lessor, entered into a First Amendment to Lease Agreement effective as of May 31, 2005 (which, together with the Original Lease, being, the "Lease");
6. As of the date hereof, Lessee has (i) performed all of its obligations under the Lease and (ii) purchased the Cars from Owner co-terminous herewith.

**NOW THEREFORE**, for good and valuable consideration, Owner and Lessee agree and acknowledge for the public record that (i) the Lease is hereby terminated (except for such terms

thereof which expressly survive termination) and (ii) any security interest in the Cars is hereby released.

**IN WITNESS WHEREOF**, Owner and Lessee have caused this Termination of Lease and Security Interest to be executed as of the date first above written.

ATTEST:

THE BUNCHER COMPANY

By:   
Bernita Buncher  
Secretary

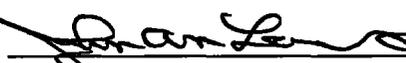
By:    
Thomas J. Balestrieri  
President/CEO

(Corporate Seal)

ATTEST:

ILLINOIS CENTRAL RAILROAD  
COMPANY

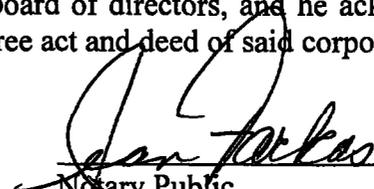
By:   
Name: Irvin Sorensen  
Title: Advisor, Tax

By:   
John A.N. Lamont  
Sr. Manager, Asset Finance

COMMONWEALTH OF PENNSYLVANIA )  
 )  
COUNTY OF ALLEGHENY )

ss.:

On this 3<sup>rd</sup> day of June, 2010, before me, a notary public, personally appeared THOMAS J BALESTRIERI, to me personally known, who, by me being duly sworn, says that he is the President/CEO of The Buncher Company, that the foregoing 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.

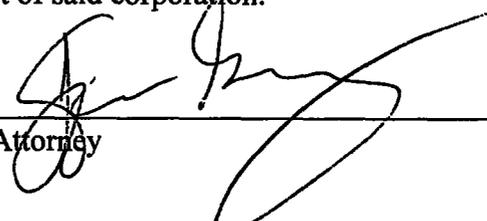
  
\_\_\_\_\_  
Notary Public  
COMMONWEALTH OF PENNSYLVANIA  
Notarial Seal  
Jean Farkas, Notary Public  
City Of Pittsburgh, Allegheny County  
My Commission Expires Sept 14, 2010

My commission expires: 9.14.2010

PROVINCE OF QUEBEC )  
 )  
DISTRICT OF MONTREAL )

ss.:

On this 4<sup>th</sup> day of June, 2010, before me personally appeared JOHN A N. LAMONT, to me personally known, who, by me being duly sworn, says that he is Sr. Manager, Asset Finance of Illinois Central Railroad Company, that the foregoing 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 of said corporation.

  
\_\_\_\_\_  
Attorney

Bar Number: 188726-2