

6410-C
RECORDATION NO. Filed & Record. EQUIPMENT LEASE - SCHEDULE NO. 2

DEC 27 1971 - 4 15 PM

INTERSTATE COMMERCE COMMISSION

Dated the 23rd day of December, 1971 to
Lease dated as of the 19th day of November,
1971 ("Lease") between GUARANTY TRUST
COMPANY OF CANADA as Trustee ("Lessor")
and CANADIAN NATIONAL RAILWAY COMPANY
("Lessee")

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I. C. C.
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1. The terms used herein shall have the meaning given to such terms in the Lease in accordance with the terms thereof.
2. The Lessor and the Lessee hereby confirm that the Units of Equipment described in Schedule "A" annexed hereto and forming part hereof have been delivered to, examined and accepted by the Lessee on the date hereof as Units leased under the Lease and are accordingly subject to and governed thereby and that the term of the Lease with respect thereto shall commence on the date hereof.
3. The Lessee does hereby acknowledge and confirm that the said Units of Equipment have been examined by duly appointed and authorized employees or representatives of the Lessee and that such examination discloses that same conform to the Specifications more particularly defined in the Manufacturing Agreement and are in good operating order, repair, condition and appearance on the date hereof.
4. The Lessee does hereby certify that at the time of such delivery of the Units to the Lessee there was plainly, permanently and conspicuously stencilled on each side thereof the following legend in letters not less than three-eighths inch in height:

"Owned and leased by Guaranty Trust Company of Canada, 366 Bay Street, Toronto, Canada, as Trustee under the terms of an Equipment Loan Trust Declaration."

Approved and agreed to this 23rd day of December, 1971 as a Schedule to and part of the Lease made between the parties hereto as of the 19th day of November, 1971.

GUARANTY TRUST COMPANY OF CANADA
as Trustee

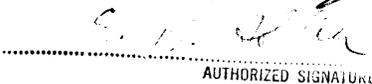
CANADIAN NATIONAL RAILWAY
COMPANY

Approved
as to form only
B
Attorney

By:

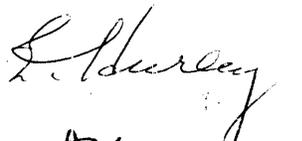

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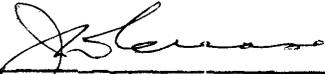
By:




OFFICIAL COPY

PROVINCE OF ONTARIO)
)
CITY OF TORONTO)

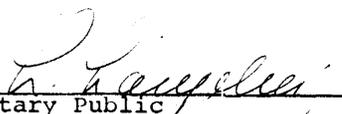
On this *23rd* day of December, 1971, before me personally appeared Robert L. Armstrong, to me personally known, who, being by me duly sworn, says that he is General Manager of GUARANTY TRUST COMPANY OF CANADA, that one of the seals affixed to the foregoing instrument is the corporate seal of the said corporation, that said instrument was signed and sealed 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, province of Ontario, for
Guaranty Trust Company of Canada.
Expires July 9, 1972.
Expires July 9, 1972.

(Notarial Seal)

PROVINCE OF QUEBEC)
)
CITY OF MONTREAL)

On this *21st* day of December, 1971, before me personally appeared *J. D. Hurley*, to me personally known, who being by me duly sworn, says that he is *Vice-President* of CANADIAN NATIONAL RAILWAY COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of the said corporation, that said instrument was signed and sealed 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
Notary

(Notarial Seal)

SCHEDULE "A" TO EQUIPMENT LEASE

SCHEDULE NO. 2

<u>QUANTITY</u>	<u>DESCRIPTION OF UNITS</u>	<u>MANUFACTURER'S PLANT</u>	<u>IDENTIFYING NUMBERS</u>
172	70-Ton bulkhead flat cars, Canadian National Railway Company Specification No. F-40-10 dated February 1971, General Arrangement Drawing No. 9H-37410-A etc.	Sorel, P. Q.	CN 606,061 606,110 606,113 606,115 606,119 606,121 - 122 606,124 - 132 606,169 606,194 606,196 - 349

Free