

THIS AGREEMENT made as of the 31st day of December,  
1971.

B E T W E E N :

6467-E  
RECORDATION NO. \_\_\_\_\_ Filed & Recorded  
JAN 18 1972 - 2 20 PM  
INTERSTATE COMMERCE COMMISSION

GUARANTY TRUST COMPANY OF CANADA,  
a corporation duly incorporated  
under the laws of Canada, as  
Trustee under an Equipment Loan  
Trust Declaration executed on  
December 31, 1971,

(hereinafter called the "Vendor")

OF THE FIRST PART

- and -

TRADERS GROUP LIMITED, a corpora-  
tion duly incorporated under the  
laws of Canada,

(hereinafter called the "Purchaser")

OF THE SECOND PART

WHEREAS the terms used herein shall have the meaning given to them in the Conditional Sale Agreement made as of the 31st day of December, 1971 between the Vendor and the Purchaser (hereinafter called the "Conditional Sale Agreement") in accordance with the terms thereof;

AND WHEREAS by virtue of the provisions of paragraph 18 of the Conditional Sale Agreement it was agreed between the Vendor and the Purchaser that forthwith upon the execution and delivery of any Lease Schedule pursuant to paragraph 1 of the Lease, the Vendor and the Purchaser shall execute a Purchase Supplement making any Unit described in such Lease Schedule subject to the terms and conditions of the Conditional Sale Agreement;

NOW THEREFORE THIS AGREEMENT WITNESSETH as follows:

1. The parties hereto do hereby confirm that the Units of Equipment more particularly described in Schedule "A" annexed hereto are subject to the terms and conditions of the Conditional Sale Agreement.

IN WITNESS WHEREOF the parties hereto have caused this instrument to be executed in their respective corporate names by their officers or officials thereunto duly authorized, and their respective corporate seals to be hereunto affixed and duly attested, all as of the date first above written.

GUARANTY TRUST COMPANY OF CANADA  
as Trustee

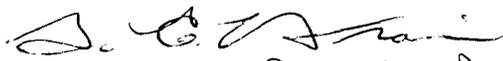
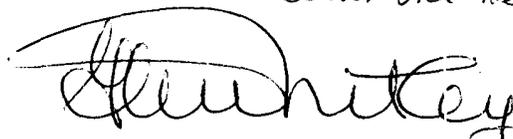
Per:

  
Authorized Signatory

E. B. Joller  
Authorized Signatory

TRADERS GROUP LIMITED

Per:

  
Senior Vice President  
Secretary

THIS IS SCHEDULE "A" to Purchase Supplement No. 1  
made as of the 31st day of December, 1971

SCHEDULE "B"

EQUIPMENT LEASE - SCHEDULE NO. /

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

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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,

Approved and agreed to this 12<sup>th</sup> day of *December*, 1971  
as a Schedule to and part of the Lease made between the  
parties hereto as of the 1<sup>st</sup> day of December, 1971.

GUARANTY TRUST COMPANY OF CANADA  
as Trustee

By:

*Frank*  
*Walt Vail*

CANADIAN NATIONAL RAILWAY  
COMPANY

By:

*S. Hawley*  
*J. J. [unclear]*

Approved  
as to form on  
*JB*  
Attorney

SCHEDULE "A" TO EQUIPMENT LEASE  
SCHEDULE NO.

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<u>QUANTITY</u>	<u>DESCRIPTION OF UNITS</u>	<u>MANUFACTURER</u>	<u>IDENTIFYING NUMBERS</u>
95	50'6"-70 Ton Insulated Box Cars	National Steel Car Corporation Limited	CN-286,000-019 Incl. 286,021 286,023-086 Incl. 286,088-093 Incl. 286,096-099 Incl.

*John*

QUEBEC  
PROVINCE OF ~~ONTARIO~~ )  
MONTREAL )  
CITY OF ~~TORONTO~~ )

On this *31<sup>st</sup>* day of December, 1971, before me personally appeared *R. G. Pratt*, to me personally known, who, being by me duly sworn, says that he is *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.

*R. G. D. Guerin*  
Notary Public  
*Notary*

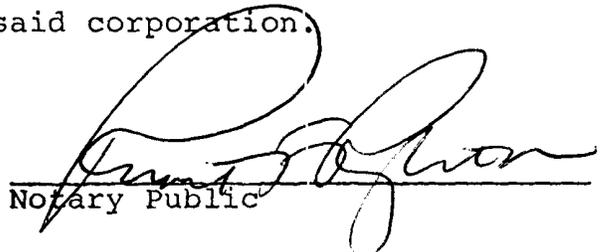
(Notarial Seal)

PROVINCE OF QUEBEC )  
CITY OF MONTREAL )

On this *31<sup>st</sup>* day of December, 1971, before me personally appeared *E. 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

PROVINCE OF ONTARIO )  
 )  
CITY OF TORONTO )

On this *30<sup>th</sup>* day of December, 1971, before me personally appeared *R. A. 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

(Notarial Seal)

PROVINCE OF ONTARIO )  
 )  
CITY OF TORONTO )

On this *30<sup>th</sup>* day of December, 1971, before me personally appeared *George E. Whelley*, to me personally known, who, being by me duly sworn, says that he is *Secretary* of TRADERS GROUP LIMITED, 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

DATED:                      December                      , 1971

GUARANTY TRUST COMPANY OF CANADA

- and -

TRADERS GROUP LIMITED

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PURCHASE SUPPLEMENT NO. 1

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SHIBLEY, RIGHTON & MCCUTCHEON  
Barristers & Solicitors,  
P.O. Box 32 - 401 Bay Street,  
Toronto 103, Ontario.