

SIDLEY & AUSTIN

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

1722 EYE STREET, N.W.

WASHINGTON, D.C. 20006

TELEPHONE 202: 429-4000

TELEX 89-463

ONE FIRST NATIONAL PLAZA
CHICAGO, ILLINOIS 60603
312: 853-7000 TELEX 25-4364

2049 CENTURY PARK EAST
LOS ANGELES, CALIFORNIA 90067
213: 553-8100 TELEX 18-1391

520 MADISON AVENUE
NEW YORK, NEW YORK 10022
212: 418-2100 TELEX 97-1696

31 ST. JAMES'S SQUARE
LONDON, SW1Y 4JR, ENGLAND
44-1: 930-3596 TELEX 21781

P. O. BOX 190
MUSCAT, SULTANATE OF OMAN
968: 722-411 TELEX 5266

P. O. BOX 4619
DEIRA, DUBAI - U.A.E.
9714-283194 TELEX 47216

5 SHENTON WAY
SINGAPORE 0106
65: 224-5000 TELEX 28754

P. O. BOX 8650
RIYADH, SAUDI ARABIA
966-1-463-4160 TELEX 204947

SIDLEY & AUSTIN & NAGUIB
AHMED NESSIM STREET, 3
GIZA, CAIRO, EGYPT
202: 729-499 TELEX 93750

14710-A
RECORDATION NO. 14710-A

JUL 29 1985 - 1 05

INTERSTATE COMMERCE COMMISSION JUL 29, 1985

S-210A046

JUL 20 1985
10:00

TOP OFFICE OF THE SECRETARY
JUL 29 1 00 PM '85
MOTION PICTURE UNIT

Mr. James H. Bayne
Secretary
Interstate Commerce Commission
Room 2215
12th and Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Mr. Bayne:

Enclosed herewith is an original and one copy of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the United States Code.

The document is an amendment of lease, a secondary document, dated June 13, 1985.

The primary document to which this document is connected is recorded under Recordation No. 14710.

The names and addresses of the parties to the documents are as follows:

Lessor: CANADA TRUSTCO MORTGAGE COMPANY
110 Yonge Street
Toronto, Ontario, CANADA
M5C 1T4

Lessee: CANADIAN NATIONAL RAILWAY COMPANY
935 de LaGauchetiere West
Montreal, Quebec, CANADA
H3B 2M9

A description of the equipment covered by the document follows:

Type of Equipment: Fully Enclosed 70-ton Flush Deck
Bi-Level Freight Cars

CN's Specifications: CN's General Specification No. SS-1974 revised July, 1976, CN Specification No. F-150-3 dated December, 1983 and CN General Arrangement Drawing No. 9H-51908-A

C. D. ...
J. A. K...

Mr. James H. Bayne
July 29, 1985
Page 2

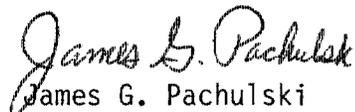
Quantity:	153
Identifi- cation Marks:	"OWNERSHIP FILED WITH THE REGISTRAR GENERAL OF CANADA AND THE ICC"
Lessee's Road Numbers (Both Inclusively):	CN 711891 Through CN 711999 CN 712230 Through CN 712273

A fee of \$10.00 is enclosed. Please return the original after recordation to the undersigned at the address listed above.

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

"Amendment of lease between CANADA TRUSTCO MORTGAGE COMPANY and CANADIAN NATIONAL RAILWAY COMPANY dated June 13, 1985, covering 153 freight cars."

Very truly yours,


James G. Pachulski

An attorney for Canadian
National Railway Company

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

7/29/85

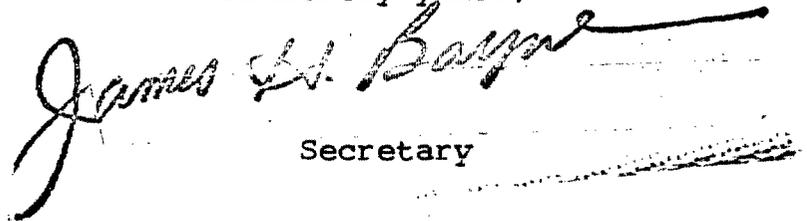
OFFICE OF THE SECRETARY

James G. Pachulski
Sidley & Austin
1722 Eye Street N.W.
Washington, D.C. 20006

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/29/85 at 1:05pm and assigned re-
recording number(s). 14710-A

Sincerely yours,


Secretary

Enclosure(s)

RECORDATION NO. *14710-A* Filed

JUL 29 1985 11 22 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT

OF

LEASE OF RAILROAD EQUIPMENT

BETWEEN

CANADA TRUSTCO MORTGAGE COMPANY

AND

CANADIAN NATIONAL RAILWAY COMPANY

Dated as of June 13, 1985

A M E N D M E N T O F L E A S E

THIS AMENDMENT OF LEASE OF RAILROAD EQUIPMENT dated as of June 13, 1985, between CANADA TRUSTCO MORTGAGE COMPANY (hereinafter called the "Lessor"), a loan company incorporated under the laws of Canada and having an office at 110 Yonge Street, Toronto, Ontario, M5C 1T4, as owner and CANADIAN NATIONAL RAILWAY COMPANY, a corporation continued under the laws of Canada and having an office at 935 de La Gauchetiere West, Montreal, Quebec, H3B 2M9 (hereinafter called the "Lessee"), as lessee.

WHEREAS the Lessor and the Lessee entered into a Lease Agreement dated as of June 13, 1985, under which the Lessor agreed to lease to the Lessee one hundred and fifty-three (153) units of railroad equipment as described in Schedule "A" thereto (hereinafter called the "Lease");

AND WHEREAS the Lessor and the Lessee have agreed to amend the Lease by substituting a revised Schedule "A" thereto;

NOW THEREFORE in consideration of the premises and of the rentals to be paid and the covenants to be kept and performed by the Lessee in accordance with the terms of the Lease, the Parties mutually agree with each other as follows:

1. The Lease is hereby amended, effective as of the day and year first above written, by deleting Schedule "A" thereto and substituting a revised Schedule "A" in the form of Schedule "A" hereto.
2. In all other respects the Lease is hereby ratified and confirmed.

IN WITNESS WHEREOF the parties hereto, each pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by duly authorized officers and their respective corporate seals to be hereunto affixed, as of the date first above written.

CANADA TRUSTCO MORTGAGE COMPANY

By *[Signature]*

By *[Signature]*

CANADIAN NATIONAL RAILWAY COMPANY

By *[Signature]*

Senior Vice-President and
Chief Financial Officer

By *[Signature]*

Assistant Secretary



SCHEDULE "A"

TO

Lease of Railroad Equipment

<u>Type</u>	<u>CN's Specifications</u>	<u>Builder</u>	<u>Lessee's Road Numbers</u>	<u>Quantity</u>	<u>Estimated Unit Price</u>	<u>Estimated Total Price</u>
Fully enclosed 70-ton Flush Deck Bi-Level Freight Cars	CN's General Specification No. SS-1974 revised July, 1976, CN Specification No. F-150-3 dated December 1983 and CN General Arrangement Drawing No. 9H-51908-A.	Hawker Siddeley Canada Inc., Trenton, Nova Scotia	CN 711891 through CN 711999 (both inclusively)	153	Cdn \$102,120	Cdn \$15,624,360
			and CN 712230 through CN 712273 (both inclusively)			

M 410

PROVINCE OF ONTARIO)
)
CITY OF TORONTO)

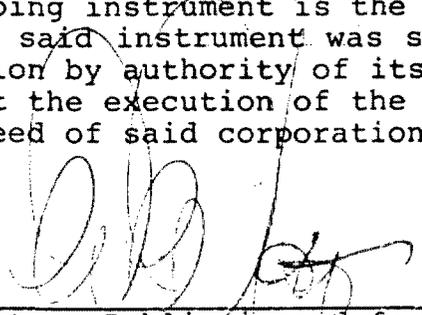
On this 10th day of July, 1985, before me personally appeared B.P. PELECH, to me personally known, who, being by me duly sworn, says that he is an account manager of CANADA TRUSTCO MORTGAGE COMPANY that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and 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 in and for the
Province of Ontario

PROVINCE OF QUEBEC)
)
CITY OF MONTREAL)

On this 9th day of July, 1985, before me personally appeared YVON H. MASSE, to me personally known, who, being by me duly sworn, says that he is the Senior Vice-President and Chief Financial Officer of CANADIAN NATIONAL RAILWAY COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and 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 in and for the
Province of Ontario

DISTRICT OF COLUMBIA)
)
CITY OF WASHINGTON)

I, Lisa A. Matera, a notary for the District of Columbia, do hereby swear that on this 29th day of July, 1985, I have compared a copy of the original document entitled "Amendment of Lease of Railroad Equipment between Canada Trustco Mortgage Company and Canadian National Railroad Company" and found the copy to be complete and identical in all respects to the original documents.

Lisa A. Matera
Notary Public

My Commission Expires:

My Commission Expires April 30, 1990