

# 13  
16024-I

LAW OFFICES  
**ALVORD AND ALVORD**

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ELLSWORTH C. ALVORD (1964)

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GEORGE JOHN KETO\*  
RICHARD N. BAGENSTOS  
JAMES C. MARTIN, JR.\*

\* ALSO ADMITTED IN NEW YORK  
\* ALSO ADMITTED IN OHIO  
\* ALSO ADMITTED IN MARYLAND

200 WORLD CENTER BUILDING  
918 SIXTEENTH STREET, N.W.  
WASHINGTON, D.C.  
20006-2973  
(202) 393-2288

OF COUNSEL  
URBAN A. LESTER

CABLE ADDRESS  
"ALVORD"

TELEX  
440367 A AND A

TELEFAX  
(202) 393-2156

Date 3/15/89  
Fee \$ 13.00

DC Washington, D.C.

March 15, 1989

9-074A012  
16024-I

RECORDATION NO FILED 1425

MAR 25 1989 - 1 20 PM

INTERSTATE COMMERCE COMMISSION

Ms. Noretta R. McGee  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two copies (an original and a certified true copy) of an Amending Agreement - Lease of Equipment #2 dated as of December 23, 1988, a secondary document as defined in 49 C.F.R. Section 1177.1(b).

The enclosed document relates to the Lease of Equipment #2 dated as of September 20, 1988 (recorded on November 14, 1988 under Recordation Number 16024-B) and the Lease Assignment Agreement dated as of December 23, 1988 (recorded on January 25, 1989 under Recordation Number 16024-H).

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

Lessor: Sun Life Assurance Company  
of Canada  
200 University Avenue  
Toronto, Ontario M5H 3C7  
CANADA

Lessee: Canadian National Railway Company  
935 de La Gauchetiere West  
Montreal, Quebec H3B 2M9  
CANADA

MAR 15 1 20 PM '89  
MOTOR OPERATORS UNIT

A description of the railroad equipment covered by the enclosed document is set forth in Schedule A attached hereto and made a part hereof.

*C. Dumbly*  
*C. T. Kappler*

Ms. Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
March 15, 1989  
Page Two

Also enclosed is a check in the amount of \$13 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return a stamped copy of the enclosed document to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

A short summary of the enclosed secondary document to appear in the Commission's Index is:

Amending Agreement - Lease of Equipment #2 dated as of December 23, 1988 between Sun Life Assurance Company of Canada, Lessor, and Canadian National Railway Company, Lessee, covering three (3) Model SD-50F, 3600 HP Diesel Electric Locomotives marked CN 5448, CN 5449 and CN 5450.

Very truly yours,

  
Charles T. Kappler

Enclosures

SCHEDULE "A"

DESCRIPTION OF UNITS

TYPE: SD-50E, 3600 HP Diesel Electric Locomotives

SPECIFICATIONS: CN Specification F-30-8, Revised July 1986. Further correspondence between GMD and CN on file. Built in 1987.

BUILDER: General Motors of Canada Limited, London, Ontario

SERIAL NUMBERS: CN 5448 to CN 5450 (inclusive)

QUANTITY: 3

LOCATION OF UNITS  
AT TIME OF EXECUTION  
OF BILL OF SALE:

1. CN 5448: in transit in the Province of British Columbia.
2. CN 5449: in the Municipality of Metropolitan Toronto in the Province of Ontario.
3. CN 5450: in transit in the Province of Alberta.

Interstate Commerce Commission  
Washington, D.C. 20423

3/15/89

OFFICE OF THE SECRETARY

Charles T. Kappler  
Alvord & Alvord  
918 16th St. 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 3/15/89 at 1:20pm, and assigned recordation number(s). 16024-I

Sincerely yours,

*Nurta L. McEwen*

Secretary

Enclosure(s)

PROVINCE OF ONTARIO )  
JUDICIAL DISTRICT OF YORK )  
TO WIT: )

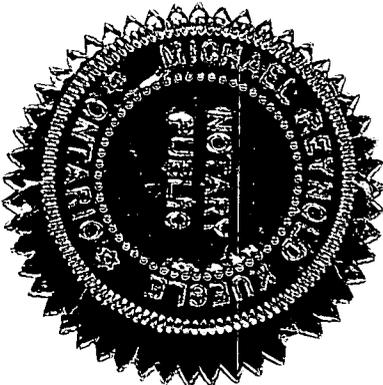
RECORDATION NO 16024-2 FILED 1488

MAR 15 1989 - 1 20 PM

INTERSTATE COMMERCE COMMISSION

I, MICHAEL R. KUEGLE, a Notary Public in and for the Province of Ontario, by Royal Authority duly appointed, residing at the City of Burlington, in the Regional Municipality of Halton, in the said Province, DO CERTIFY that the paper writing hereto annexed is a true copy of a document produced and shown to me and purporting to be an Amending Agreement dated as of December 23 between Sun Life Assurance Company of Canada and Canadian National Railway Company, the said paper writing having been compared by me with the said original, an act whereof being requested I have granted under my notarial form and seal of office to serve and avail as occasion shall or may require.

IN TESTIMONY WHEREOF I have hereunto subscribed my name and affixed my seal of office at the said City of Toronto, in the Municipality of Metropolitan Toronto, this 10th day of March, 1989.



Michael R. Kuegle  
Notary Public in and for the  
Province of Ontario

AMENDING AGREEMENT - LEASE OF EQUIPMENT # 2

RECORDATION NO. 16054  
MAR 15 1989 - 1 20 PM  
FILED 1423  
INTERSTATE COMMERCE COMMISSION

THIS AMENDING AGREEMENT made as of December 23, 1988

BETWEEN:

SUN LIFE ASSURANCE COMPANY OF CANADA  
("Sun Life"),

- and -

CANADIAN NATIONAL RAILWAY COMPANY  
("CN")

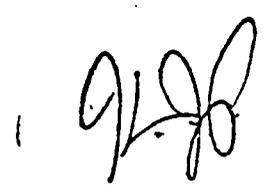
WHEREAS Sun Life and SLX Canada Inc. ("SLX") have entered into an agreement entitled "Lease Assignment Agreement" made as of December 23, 1988 pursuant to which SLX has assigned to Sun Life all of its right, title and interest in and to a Lease of Equipment # 2 between SLX and CN made as of September 20, 1988 (the "Lease");

AND WHEREAS Sun Life and CN have agreed to amend the Lease as hereinafter set forth;

WITNESSES that for valuable consideration, the parties agree as follows:

1. The Lease shall be and is hereby amended by deleting Schedule D to the Lease entitled "Stipulated Loss Value" and substituting therefor the Appendix annexed to this Amending Agreement.

2. Except to the extent expressly amended by the terms of this Amending Agreement, all terms and provisions contained in the Lease and all covenants, undertakings, representations, warranties and conditions of the parties therein contained shall continue and remain in full force and effect, unamended. Terms used in this Amending Agreement and which are defined in the Lease shall have the same respective meanings for the purposes hereof as are attributed thereto in the Lease, except as specifically set forth herein or amended hereby.



3. This Amending Agreement may be executed in several counterparts, each of which so executed shall be deemed to be an original and such counterparts together shall constitute one and the same instrument.

IN WITNESS WHEREOF the parties have executed this Amending Agreement as of the day and year first written above.

SUN LIFE ASSURANCE COMPANY OF CANADA

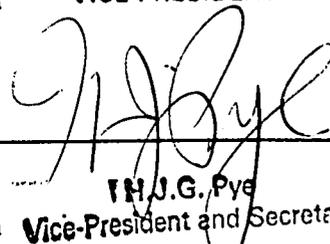
By:  for PRESIDENT  
Name  
Position

By:  for SECRETARY  
Name  
Position

CANADIAN NATIONAL RAILWAY COMPANY

Approved  
as to form only  
  
Attorney

By:   
Name P.J. FOLIOT  
Position VICE-PRESIDENT

By:   
Name H.J.G. Pye  
Position Vice-President and Secretary

APPENDIX  
to  
AMENDING AGREEMENT - LEASE OF EQUIPMENT # 2  
MADE AS OF DECEMBER 23, 1988

SCHEDULE D

STIPULATED LOSS VALUE

<u>Date</u>	<u>%</u>
April 1, 1989	118.58
April 1, 1990	125.57
April 1, 1991	132.45
April 1, 1992	139.42
April 1, 1993	139.77
April 1, 1994	141.01
April 1, 1995	149.03
April 1, 1996	157.76
April 1, 1997	164.37
April 1, 1998	152.82
April 1, 1999	139.33
April 1, 2000	125.22
April 1, 2001	109.35
April 1, 2002	92.15
April 1, 2003	73.19
October 1, 2003	64.49

The stipulated loss value shall be recalculated as the applicable percentage of the "Unit Price" referred to in Schedule "A"



PROVINCE OF QUEBEC )  
 ) ss.:  
DISTRICT OF MONTREAL )

On this *December 23, 1988* before me personally appeared *Paul J. Foliot*, to me personally known, who, being by me duly sworn, says that he is the *Paul Vice President* of Canadian National Railway Company, that one of the seals affixed to the foregoing instrument is the seal of said Company, that said instrument was signed and sealed on behalf of said Company 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 Company.

*L. Burton*  
Commissioner for oaths in and for  
the Province of Quebec  
L. BURTON  
Commissioner for Oaths  
Commissaire à l'Assermentation,  
District-Montreal  
Expires July 10, 1996

~~PROVINCE OF )  
 ) ss.:  
CITY OF )~~

~~On this , before me personally appeared Paul J.D. Miller, to me personally known, who, being by me duly sworn, says that he is the President of SLX Canada Inc., that one of the seals affixed to the foregoing instrument is the seal of 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 in and for the  
Province of~~

(Notarial Seal)

PROVINCE OF ONTARIO

CITY OF TORONTO

)  
)  
)  
)

*RP*

On this *8th* day of *March*, 1989, before me personally appeared James M.A. Anderson and C. James Prieur, to me personally known, who, being by me duly sworn, say that they are the Director, Private Placements, and the Vice President, Securities and Investments, respectively, of Sun Life Assurance Company of Canada, and that they have authority on behalf of the said Company to execute the foregoing instrument on behalf of the President and Secretary, respectively, of the said Company, and that the said instrument was signed on behalf of the said Company by authority of its Board of Directors, and each of them acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

*Samuel [Signature]*

\_\_\_\_\_  
A Notary Public in and for the Province of Ontario

[notarial seal]