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LONDON EC2R 8AB

WRITER'S DIRECT NUMBER:

3A CHATER ROAD  
HONG KONG

November 20, 1997

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
The Mercury Building  
1925 K Street, NW  
Room 704  
Washington, D. C. 20423

RECORDATION NO. **21016** TMS FILED

NOV 21 '97 2-31 PM

Dear Mr. Williams:

In accordance with 49 U.S.C. §11301, we submit herewith for recording with the Surface Transportation Board original counterparts of the document described below.

This document is a Memorandum of Lease of Railroad Equipment (CN 1997-2), a "primary document", dated as of September 1, 1997.

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

LESSOR: FCNBD Leasing II, Inc.  
1000 Canterra Tower  
400 Third Avenue, S.W.  
Calgary, Alberta T2P 4H2

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

The equipment covered by the document consists of 80 GE model Dash 9-44CW diesel-electric locomotives constructed by General Electric Canada Inc. marked with serial numbers 50302 through 50381,

*Jennifer Egan*

NOV 21 2 30 PM '97

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

and bearing the road numbers of Canadian National Railway Company 2523 through 2602.

The recordation fee of \$22.00 is enclosed. After recordation, please return the counterparts not needed by the Board, stamped with the recordation data, to Charles A. Spitulnik of Hopkins & Sutter, 888 16th Street Northwest, Washington, D.C. 20006.

A short summary of the document for use in the index follows:

Memorandum of Lease of Railroad Equipment (CN 1997-2) dated as of September 1, 1997, between FCNBD Leasing II, Inc., as lessor, and Canadian National Railway Company, as lessee, covering 80 locomotives.

Please acknowledge receipt on the enclosed copy of this letter.

Very truly yours,



John Park

Encl.

MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT  
(CN 1997-2) dated as of September 1, 1997, between CANADIAN  
NATIONAL RAILWAY COMPANY, a corporation continued  
under the laws of Canada (hereinafter called the **Lessee**), and  
FCNBD LEASING II, INC., a corporation incorporated under the  
laws of Alberta (hereinafter called the **Owner**)

WHEREAS the Lessee and the Owner are entering into that certain Lease  
of Railroad Equipment (CN 1997-2) dated as of the date hereof and supplements  
thereto, covering the railroad equipment listed in Schedule A hereto, having the  
serial numbers and bearing the road numbers of Canadian National Railway  
Company shown in said Schedule A, and all additions and alterations thereof,  
replacements thereof and substitutions therefor.

This Agreement may be executed in any number of counterparts and by  
the different parties hereto on separate counterparts, all of which together shall  
constitute a single agreement.

IN WITNESS WHEREOF, the parties wish to show for the public record  
the ownership of the said railroad equipment by the Owner and the leasehold  
interest therein of the Lessee, and accordingly have caused this summary to be  
executed by their officers thereunto duly authorized, as of the date first above  
written.

RECORDATION NO. 21016 FILED

NOV 21 '97 2-31 PM

FCNBD LEASING II, INC.,

by *See me*

CANADIAN NATIONAL  
RAILWAY COMPANY,

by \_\_\_\_\_

MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT  
(CN 1997-2) dated as of September 1, 1997, between CANADIAN  
NATIONAL RAILWAY COMPANY, a corporation continued  
under the laws of Canada (hereinafter called the **Lessee**), and  
FCNBD LEASING II, INC., a corporation incorporated under the  
laws of Alberta (hereinafter called the **Owner**)

WHEREAS the Lessee and the Owner are entering into that certain Lease  
of Railroad Equipment (CN 1997-2) dated as of the date hereof and supplements  
thereto, covering the railroad equipment listed in Schedule A hereto, having the  
serial numbers and bearing the road numbers of Canadian National Railway  
Company shown in said Schedule A, and all additions and alterations thereof,  
replacements thereof and substitutions therefor.

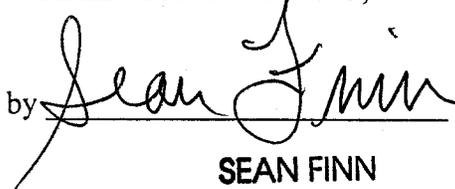
This Agreement may be executed in any number of counterparts and by  
the different parties hereto on separate counterparts, all of which together shall  
constitute a single agreement.

IN WITNESS WHEREOF, the parties wish to show for the public record  
the ownership of the said railroad equipment by the Owner and the leasehold  
interest therein of the Lessee, and accordingly have caused this summary to be  
executed by their officers thereunto duly authorized, as of the date first above  
written.

FCNBD LEASING II, INC.,

by \_\_\_\_\_

CANADIAN NATIONAL  
RAILWAY COMPANY,

by   
\_\_\_\_\_

**SEAN FINN**  
TREASURER AND PRINCIPLE TAX COUNSEL

PROVINCE OF QUEBEC )  
 )  
DISTRICT OF MONTREAL )

On this 19th day of November, 1997, before me personally appeared Sean Finn, to me personally known, who, being by me duly sworn, says that he is \* of CANADIAN NATIONAL RAILWAY COMPANY, that the foregoing instrument was signed on behalf of said company on such day 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. *\* Treasurer & Principal Tax Counsel*

  
Commissioner for Oaths

[Commissioner's Seal]

My commission expires

PROVINCE OF ALBERTA )  
 )  
CITY OF )

On this \_\_\_\_ day of November, 1997, before me personally appeared \_\_\_\_\_, to me personally known, who, being by me duly sworn, says that he is \_\_\_\_\_ of FCNBD LEASING II, INC., that the foregoing instrument was signed on behalf of said company on such day 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.

\_\_\_\_\_  
Notary Public

[Notarial Seal]

My commission expires

PROVINCE OF QUEBEC )  
 )  
DISTRICT OF MONTREAL )

On this \_\_\_\_ day of November, 1997, before me personally appeared \_\_\_\_\_, to me personally known, who, being by me duly sworn, says that he is \_\_\_\_\_ of CANADIAN NATIONAL RAILWAY COMPANY, that the foregoing instrument was signed on behalf of said company on such day 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.

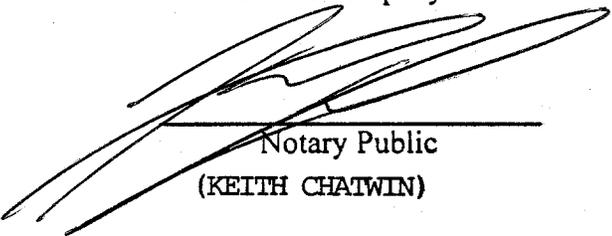
\_\_\_\_\_  
Commissioner for Oaths

[Commissioner's Seal]

My commission expires

PROVINCE OF ALBERTA )  
 )  
CITY OF CALGARY )

On this 19th day of November, 1997, before me personally appeared ALLAN NIELSEN, to me personally known, who, being by me duly sworn, says that he is Secretary of FCNBD LEASING II, INC., that the foregoing instrument was signed on behalf of said company on such day 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.

  
\_\_\_\_\_  
Notary Public  
(KEITH CHATWIN)

[Notarial Seal]

My commission expires

## SCHEDULE A

### EQUIPMENT

Eighty GE model Dash 9-44CW diesel-electric locomotives constructed by General Electric Canada Inc. marked with serial numbers 50302 through 50381, and bearing the road numbers of Canadian National Railway Company 2523 through 2602.