

HOPKINS & SUTTER

(A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS)

888 SIXTBENTH STREET, N. W., WASHINGTON, D.C. 20006-4103 (202) 835-8000

FAX (202) 835-8136

INTERNET <http://www.hopsut.com>

CHICAGO OFFICE THREE FIRST NATIONAL PLAZA 60602-4209

DETROIT OFFICE 2800 LIVERNOIS SUITE 220 TROY, MI 48063-1220

JAMIE P. RENNERT
(202) 835-8112
Direct Fax: (202) 835-8136
E-Mail: jrennert@hopsut.com

September 30, 1999

HAND DELIVERED

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, NW
Washington, D.C. 20423

RECORDATION NO. 22448 FILED

SEP 30 '99

11-30AM

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are the original and four counterparts of a Memorandum of Lease Schedule #1 dated as of September 29, 1999, and submitted as a primary document.

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

Lessor: TD Asset Finance Corp.
222 Bay Street, 19th Floor, E & Y Tower
P.O. Box 1, Toronto-Dominion Centre
Toronto, Ontario, Canada M5K 1A2

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

The railroad equipment covered by the enclosed document is listed in Exhibit A hereto.

Mr. Vernon Williams
September 30, 1999
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A short summary of the documents to appear in the index is attached hereto at Exhibit B. Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Please return to the undersigned the original document, along with the extra copies that we would like date-stamped. Thank you for your assistance.

Very truly yours,


Jamie P. Rennert

Enclosures

(TDAF / CN # 1)

Exhibit A

**126 Steel Boxcars in A.A.R. Class XP (10' Sliding Door, 70-ton, 50'6" Length)
built in 1976, 1979 and 1980 bearing the following marks and numbers:**

CNA 549200 to CNA 549207 inclusive; (1976 Built)
CNA 549210 to CNA 549259 inclusive;
CNA 549261 to CNA 549278 inclusive;
CNA 549280 to CNA 549281 inclusive;

CNA 549284 to CNA 549299 inclusive; (1979 / 1980 Built)
CNA 549301 to CNA 549319 inclusive;
CNA 549321;
CNA 549325;
CNA 549328;
CNA 549345 to CNA 549347 inclusive;
CNA 549351;
CNA 549353;
CNA 549367;
CNA 549375;
CNA 549402;
CNA 549443; and
CNA 549455.

**124 Steel Boxcars in A.A.R. Class XP (12' Plug Door, 100-ton, 50'6" Length)
built in 1977 and 1980 bearing the following marks and numbers: ***

CN 413600 to CN 413659 inclusive; (1980 Built)
CN 413661 to CN 413674 inclusive;

CN 413751; (1977 Built)

CN 413760 to CN 413781 inclusive; and (1980 Built)
CN 413783 to CN 413809 inclusive.

* Upgraded to 100-ton capacity from cars originally in CNA 549 series.

**87 Steel Boxcars in A.A.R. Class XP (16' Double Door, 70-ton, 52'8" Length)
built in 1979 bearing the following marks and numbers:**

NAR 50001 to NAR 50009 inclusive;
NAR 50011 to NAR 50030 inclusive;
NAR 50101 to NAR 50103 inclusive;
NAR 50106 to NAR 50107 inclusive;

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NAR 50109 to NAR 50117 inclusive;
NAR 50119 to NAR 50122 inclusive;
NAR 50126 to NAR 50131 inclusive;
NAR 50133;
NAR 50135 to NAR 50144 inclusive;
NAR 50146 to NAR 50160 inclusive;
NAR 50162 to NAR 50163 inclusive; and
NAR 50165 to NAR 50170 inclusive.

337 Total

AB
21

EXHIBIT B

Summary of the Documents to Appear in the Index

<u>Parties</u>	<u>Document Recorded</u>	<u>Description</u>
TD Asset Finance Corp.	Memorandum of Lease Schedule #1 Recordation No. <u>22448</u>	337 Steel Boxcars in AAR Class XP with Various Road Unit Numbers
Canadian National Railway Company		

RECORDATION NO. 22448 FILED

(TDAF / CN # 1)

SEP 30 '99

11-30AM

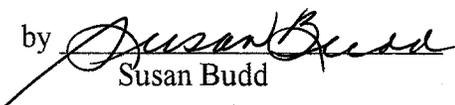
THIS MEMORANDUM OF LEASE SCHEDULE # 1 (the "Memorandum") is dated as of September 29, 1999 and is intended to evidence that certain Lease Schedule # 1 dated as of September 29, 1999 (the "Lease Schedule # 1") between **TD Asset Finance Corp.** as lessor (the "Lessor") and **Canadian National Railway Company** as lessee (the "Lessee"). Lease Schedule # 1 incorporates, by reference, the terms and conditions of that certain Railcar Master Lease Agreement dated as of September 15, 1999 between Lessor and Lessee.

This Memorandum has been entered into for the purpose of satisfying the requirements for i) recordation with the Surface Transportation Board of the United States Department of Transportation under Section 11301 of Title 49 of the *United States Code* and ii) deposit with the Registrar General of Canada under Section 105 of the *Canada Transportation Act*.

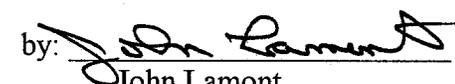
All of the terms of Lease Schedule # 1 are incorporated, by reference, in this Memorandum as if fully set forth herein. This Memorandum, and Lease Schedule # 1, evidence the lease, by the Lessor to the Lessee, of the units of railroad rolling stock, together with all accessories and appurtenances thereto, more particularly described on Exhibit A hereto.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed, by their officers thereunto duly authorized, as of the day and year first above written.

TD ASSET FINANCE CORP.,
as lessor

by: 
Susan Budd

**CANADIAN NATIONAL
RAILWAY COMPANY,**
as lessee

by: 
John Lamont

CN Reference File: 2039-10-1
TDAF Reference File: 090-0946-376-002

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

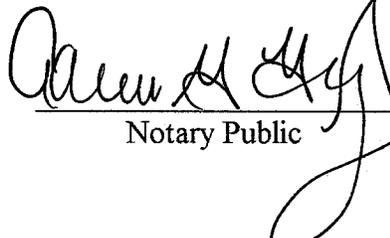
On this 27th day of September, 1999, before me personally appeared John Lamont, to me personally known, who, by me being duly sworn, says that he is Sr. Manager, Asset Finance of Canadian National Railway Company, and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Attorney / Avocat

Bar Number: 194066-0

PROVINCE OF ONTARIO)
) ss.:
CITY OF TORONTO)

On this 28th day of September, 1999, before me personally appeared Susan Budd, to me personally known, who, by me being duly sworn, says that she is Manager, Compliance of TD Asset Finance Corp., and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

My commission expires: NA



(TDAF / CN # 1)

Exhibit A

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337 Total

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