

RECORDATION NO 22301 (FILED) ↓ A.B.

HOPKINS & SUTTER

(A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS)

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ROBERT P. VOM EIGEN
(202) 835-8269
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July 29, 1999

HAND DELIVERED

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

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are the original and one counterpart of (i) a Memorandum of Lease of Railroad Equipment, dated as of July 22, 1999, and submitted as a primary document; (ii) a Memorandum of Assignment of Lease of Railroad Equipment, dated as of July 22, 1999, and submitted as a secondary document; and (iii) a Memorandum of Security Agreement dated as of July 22, 1999, and submitted as a secondary document.

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

Memorandum of Lease:

Lessor:	Bank of Montreal Global Capital Solutions Ltd. First Bank Tower First Canadian Place Toronto, Ontario, Canada M5X 1A1
Lessee:	Canadian National Railway Company 935 de La Gauchetierre Street West Montreal, Quebec, Canada H3B 2M9

Lynn D. Powell

Summary Of The Documents To Appear In The Index

<u>Parties</u>	<u>Document Recorded</u>	<u>Description</u>
Canadian National Railway Company	Memorandum of Lease July 22, 1999 Recordation No <u>22301</u>	15 Locomotives- General Motors Model SD75I Road Unit Numbers: CN 5766-5780, inclusive
Bank of Montreal Global Capital Solutions Ltd.		

<u>Parties</u>	<u>Document Recorded</u>	<u>Description</u>
Bank of Montreal Global Capital Solutions Ltd.	Memorandum of Assignment July 22, 1999 Connected to Memorandum of Lease With Recordation No <u>22301-A</u>	15 Locomotives- General Motors Model SD75I Road Unit Numbers: CN 5766-5780, inclusive
Bank of Montreal		

<u>Parties</u>	<u>Document Recorded</u>	<u>Description</u>
Bank of Montreal Global Capital Solutions Ltd.	Memorandum of Security Agreement Connected to Memorandum of Lease With Recordation No <u>22301-B</u>	15 Locomotives- General Motors Model SD75I Road Unit Numbers: CN 5766-5780, inclusive
Bank of Montreal		

Mr. Vernon Williams
July 29, 1999
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Memorandum of Assignment of Lease:

Lessor: Bank of Montreal
Global Capital Solutions Ltd.
First Bank Tower
First Canadian Place
Toronto, Ontario, Canada M5X 1A1

Agent: Bank of Montreal
1 First Canadian Place
Toronto, Ontario, Canada M5X 1A1

Memorandum of Security Agreement:

Borrower: Bank of Montreal
Global Capital Solutions Ltd.
First Bank Tower
First Canadian Place
Toronto, Ontario, Canada M5X 1A1

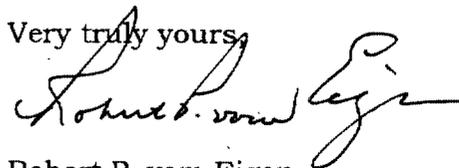
Agent: Bank of Montreal
1 First Canadian Place
Toronto, Ontario, Canada M5X 1A1

A description of the railroad equipment covered by the enclosed documents is:

Fifteen (15) General Motors model SD75I DC diesel-electric locomotives
Road Unit Numbers CN 5766 through 5780 inclusive, and all additions,
alterations, replacements, and substitutions of these locomotives.

A short summary of the documents to appear in the index is attached hereto.
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 documents, along with the two sets of extra copies that we
would like date-stamped. Thank you for your assistance.

Very truly yours,



Robert P. vom Eigen

Encls.

MEMORANDUM OF ASSIGNMENT OF LEASE OF RAILROAD EQUIPMENT dated as of July 22, 1999 between **BANK OF MONTREAL GLOBAL CAPITAL SOLUTIONS LTD.**, a corporation organized under the laws of Canada (hereinafter called the **Lessor**) and **BANK OF MONTREAL**, a Canadian chartered bank (hereinafter called the **Agent**).

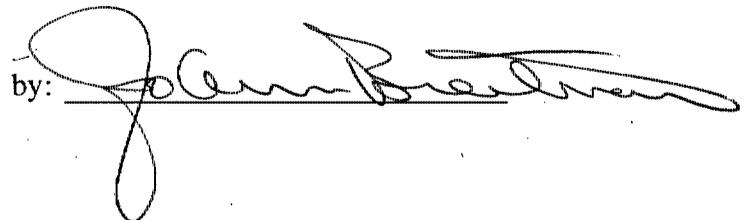
WHEREAS, the Lessor and Canadian National Railway Company are entering into a Lease of Railroad Equipment dated as of the date hereof covering 15 General Motors model SD75I DC diesel-electric locomotives, bearing the road numbers CN 5766 through CN 5780 inclusive, and all additions thereto, alterations thereof, replacements thereof and substitutions therefor (hereinafter the **Lease**);

AND WHEREAS, the Lessor and the Agent are entering into that certain Assignment of Lease dated as of the date hereof from the Lessor to the Agent whereby the Lessor is assigning the Lease to the Agent (hereinafter the **Assignment**);

AND WHEREAS, the terms and the conditions of the Assignment are incorporated by reference in this Memorandum as if fully set forth herein.

IN WITNESS WHEREOF, the parties wish to show for the public record the assignment of the Lease by the Lessor to the Agent, and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

BANK OF MONTREAL GLOBAL CAPITAL SOLUTIONS LTD.

by: 

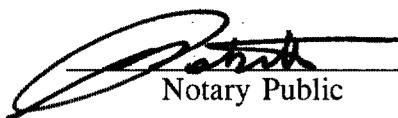
BANK OF MONTREAL

by: 

PROVINCE OF ONTARIO)
)
CITY/COUNTY OF TORONTO)

SS.:

On this 22nd day of July, 1999 before me personally appeared JoAnn Breitman, to me personally known, who, by me being duly sworn, says that he/she is Vice President of BANK OF MONTREAL GLOBAL CAPITAL SOLUTIONS LTD., that the instrument was signed on behalf of said company by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said company.


Notary Public



My commission expires

PROVINCE OF Quebec)
)
CITY/COUNTY OF Montreal)

SS.:

On this 23rd day of July, 1999 before me personally appeared Marie Houde, to me personally known, who, by me being duly sworn, says that he/she is Director of BANK OF MONTREAL, that the instrument was signed on behalf of said company by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said company.


Notary Public



My commission expires August 9, 1999

JUN 29 1999

3:50 PM

MEMORANDUM OF ASSIGNMENT OF LEASE OF RAILROAD EQUIPMENT dated as of July 22, 1999 between **BANK OF MONTREAL GLOBAL CAPITAL SOLUTIONS LTD.**, a corporation organized under the laws of Canada (hereinafter called the **Lessor**) and **BANK OF MONTREAL**, a Canadian chartered bank (hereinafter called the **Agent**).

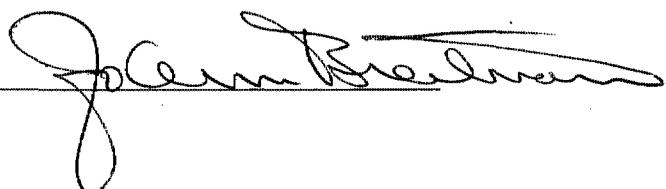
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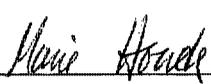
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IN WITNESS WHEREOF, the parties wish to show for the public record the assignment of the Lease by the Lessor to the Agent, and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

BANK OF MONTREAL GLOBAL CAPITAL SOLUTIONS LTD.

by: 

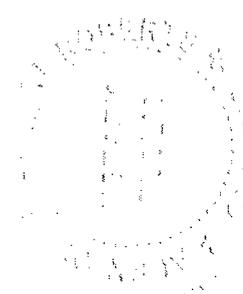
BANK OF MONTREAL

by: 

PROVINCE OF ONTARIO)
)
CITY/COUNTY OF TORONTO) SS.:

On this 22nd day of July, 1999 before me personally appeared To Ann Breitman, to me personally known, who, by me being duly sworn, says that he/she is Vice President of BANK OF MONTREAL GLOBAL CAPITAL SOLUTIONS LTD., that the instrument was signed on behalf of said company by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said company.


Notary Public



My commission expires

PROVINCE OF Quebec)
)
CITY/COUNTY OF Montreal) SS.:

On this 23rd day of July, 1999 before me personally appeared Marie Houde, to me personally known, who, by me being duly sworn, says that he/she is Director of BANK OF MONTREAL, that the instrument was signed on behalf of said company by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said company.


Notary Public



My commission expires August 9, 1999