

First Union Rail Corporation

One O'Hare Center
6250 River Road, Suite 5000
Rosemont, Illinois 60018-4214
847 318-7575

VIA FEDERAL EXPRESS



January 26, 1999

RECORDATION NO. 21991 FILED

JAN 28 '99

9-30 AM

Surface Transportation Board
Attn: Jan Fort
1925 K Street, N.W., Room 704
Washington, DC 20423-0001

Re: Memorandum of Lease Agreement

Dear Ms. Fort:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are four copies of a Memorandum of Lease Agreement, dated November 15, 1996, a primary document as defined in the Board's Rules for the Recordation of Documents. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

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

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A, as attached to such Memorandum.

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. Kindly return one (1) stamped original of the enclosed document to the undersigned.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

Susan Grokulsky
Manager - Documents Administration

Enclosures

(CN033)

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

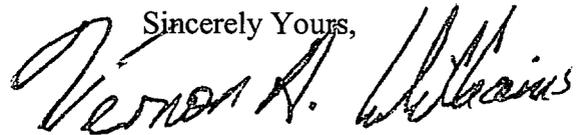
OFFICE OF THE SECRETARY

Susan Grokulsky
First Union Rail Corporation
6250 River Road, Ste. 5000
Rosemont, Illinois 60010

Dear Sir:

The enclosed documents (s) was recorded pursuant to the provisions of 49 U.S.C.
11301 and CFR 1177.3 (c), on 1/28/99 at 9:30 AM, and
assigned recordation numbers (s): 21990, 21991, 21992, 21993, 21994, 21995, 21996,
21997, 21998, 21999 and 22000.

Sincerely Yours,



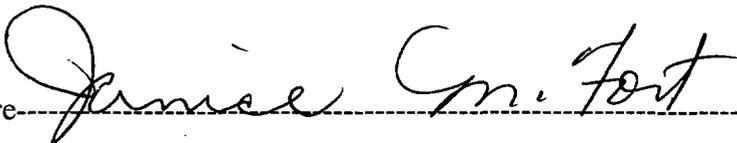
Vernon A. Williams

Enclosure(s) (11)

286.00

\$ _____ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature _____



IAN 28 '99

9-30 AM

RIDER #4

MEMORANDUM OF LEASE AGREEMENT dated as of November 15, 1996 (hereinafter called the Memorandum) between **FIRST UNION RAIL CORPORATION** (successor-in-interest to First Union Rail, a division of First Union Commercial Corporation), a North Carolina corporation, (hereinafter called the Lessor) and **CANADIAN NATIONAL RAILWAY COMPANY**, a Canadian corporation, (hereinafter called the Lessee).

WHEREAS the Lessor and the Lessee entered into Rider #4 dated as of November 15, 1996 to the Lease Agreement, dated as of June 16, 1994, between Lessor and Lessee covering 100 - 73' centerbeam A.A.R. Class FBC Flatcars, manufactured by Gunderson Inc. in 1996, bearing the road numbers CNA 623700 to CN 623799 inclusive, and all additions thereto, alterations thereof, replacements thereof and substitutions therefor.

IN WITNESS WHEREOF, the parties wish to show for the public record the lease of said flatcars by the Lessor, and the leasehold interest therein of the Lessee, and accordingly have caused this Memorandum, which by reference incorporates the terms and conditions of said Lease Agreement and Rider #4 thereto, to be executed by their officers thereunto duly authorized, as of the day and year first above written.

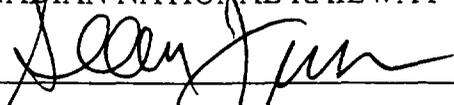
FIRST UNION RAIL CORPORATION, as Lessor

BY: 

NAME: Susan A. Barrie

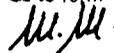
TITLE: Regional Vice President, Sales

CANADIAN NATIONAL RAILWAY COMPANY, as Lessee

By: 

NAME: Sean Finn

TITLE: Treasurer & Principal Tax Counsel

Approved
as to form


I hereby certify that a copy of this document was deposited in the Office of the Registrar General of Canada on the 28th day of October, A.D. 1998 at 3:00 p.m.


Deputy Registrar General of Canada

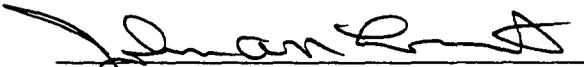
PROVINCE OF QUEBEC)
)
 DISTRICT OF MONTREAL)
)
)
)
)
)

In the matter of a Memorandum of Lease Agreement between First Union Rail Corporation and Canadian National Railway Company made as of the 15th day of November, 1996 (with respect to a certain Rider #4).

On the 30th day of March, 1998, before me personally appeared Sean Finn, to me personally known, who, being by me duly sworn, says that he is the Treasurer & Principal Tax Counsel of Canadian National Railway Company, that said instrument was signed 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.

[Seal]

JOHN LAMONT
 Commissioner for Oaths
 Commissaire à l'Assermentation
 Province of Quebec
 Expires September 14, 1998


 Commissioner for Oaths

My commission expires: 9/14/98

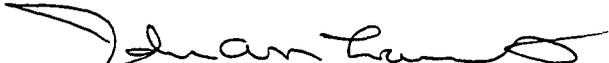
PROVINCE OF QUEBEC)
)
 DISTRICT OF MONTREAL)
)
)
)
)
)

In the matter of a Memorandum of Lease Agreement between First Union Rail Corporation and Canadian National Railway Company made as of the 15th day of November, 1996 (with respect to a certain Rider #4).

On the 1st day of ^{April} ~~March~~, 1998, before me personally appeared Susan A. Barrie, to me personally known, who, being by me duly sworn, says that she is the Regional Vice President, Sales of the Montreal branch of First Union Rail Corporation, that said 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.

[Seal]

JOHN LAMONT
 Commissioner for Oaths
 Commissaire à l'Assermentation
 Province of Quebec
 Expires September 14, 1998


 Commissioner for Oaths

My commission expires: 9/14/98