

JAN 12 1999

11:55 AM

HOPKINS & SUTTER

(A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS)

2800 LIVERNOIS SUITE 220 TROY, MI 48083-1220 (248) 740-6600

FAX (248) 740-6613

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WASHINGTON, D.C. OFFICE 888 SIXTEENTH STREET, N.W. 20006-4103

MARY P. SCLAWY
(248) 740-6602
Direct Fax: (248) 740-6613
E-Mail: MSclawy@hopsut.com

January 4, 1999

Secretary
Surface Transportation Board
Room 704
1925 K Street, NW
Washington, DC 20423-0001



Dear Secretary:

Please record this document after the accompanying document on the same file; Amendment No. 2.

Enclosed for recordation pursuant to statute and 49 CFR 1177 are two counterparts of a Notice of Renumbering of Leased Units of Railroad Rolling Stock, dated December 1, 1998 and executed by Canadian National Railway Company pursuant to a Lease Agreement dated as of December 17, 1987 (the "Lease"). The units covered by this notice are boxcars, with original numbers and new numbers as shown on Schedule A to Notice of Renumbering (4 pages), attached to this letter.

The Lease was recorded on January 26, 1988 and assigned recordation number 15485.

The parties to the Lease are:

Lessor: General Electric Railcar Services Corporation,
assignee of ITEL Rail Corporation

Lessee: Canadian National Railway Company

Enclosed is our check in the amount of \$26.

Secretary
January 4, 1999
Page 2

Please accept one counterpart of this document for filing, stamp the remaining counterpart with your recordation number and return it and the fee receipt to the undersigned at the following address:

Mary P. Sclawy
Hopkins & Sutter
2800 Livernois
Suite 220
Troy, MI 48083-1240

Sincerely,

A handwritten signature in black ink, appearing to read "Mary P. Sclawy". The signature is fluid and cursive, with a large initial "M" and a long, sweeping underline.

Mary P. Sclawy

C: John A. N. Lamont
CN file reference: 2042-76-3

Enclosure

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

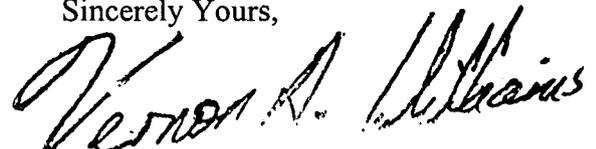
OFFICE OF THE SECRETARY

Mary P. Sclawy
Hopkins & Sutter
2800 Livernois Ste. 220
Troy, Michigan 48083-1220

Dear Sir:/Madam

The enclosed documents (s) was recorded pursuant to the provisions of 49 U.S.C.
11301 and CFR 1177.3 (c), on 1/12/99 at 11:55AM, and
assigned recordation numbers (s): 15485-C and 15485-D.

Sincerely Yours,

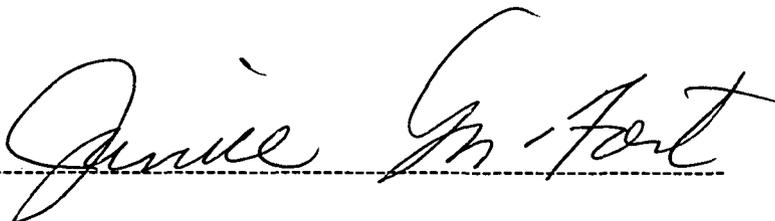

Vernon A. Williams

Enclosure(s)

52.00

\$_____ 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-----



JAN 12 '99

11-55 AM

NOTICE OF RENUMBERING
OF LEASED UNITS
OF RAILROAD ROLLING STOCK

WHEREAS Canadian National Railway Company as lessee (the "Lessee") entered into a Lease Agreement dated as of December 17, 1987, as amended, (the "Lease"), with **General Electric Railcar Services Corporation** (assignee-in-interest of **Itel Rail Corporation**) as lessor, covering four-hundred ten (410) boxcars;

AND WHEREAS the Lease was recorded with:

- 1) The Interstate Commerce Commission (predecessor to the Surface Transportation Board), in accordance with 49 U.S.C. Section 11303 (now Section 11301), on January 26, 1988 at 3:05 P.M. and assigned recordation number 15485; and
- 2) The Office of the Registrar General of Canada, pursuant to Section 86 (which became Section 90) of the Railway Act of Canada (and is now Section 105 of the Canada Transportation Act), on January 11, 1988.

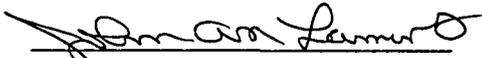
NOW THEREFORE, TAKE NOTICE THAT a) pursuant to the terms of the Lease, the Lessee has renumbered certain of the boxcars subject to the Lease, as set forth on Schedule A attached hereto and made a part hereof, and b) the Lessee shall cause this Notice of Renumbering to be filed at i) the Surface Transportation Board and ii) the Office of the Registrar General of Canada.

IN WITNESS WHEREOF, this Notice of Renumbering has been executed, by an authorized signatory of the Lessee, as of the 1st day of December, 1998.

**CANADIAN NATIONAL RAILWAY
COMPANY, as lessee**

By:

Its:


Sr. Manager - Asset Finance

Schedule A to Notice of Renumbering

	<u>Original Car</u>		<u>New Car</u>	
	<u>Number</u>	<u>& Mark</u>	<u>Number</u>	<u>& Mark</u>
1	CN	416567	CN	415365
2	CN	416568	CN	415337
3	CN	416569	CN	415378
4	CN	416570	CN	415367
5	CN	416571	CN	415358
6	CN	416572	CN	415386
7	CN	416573	CN	415339
8	CN	416574	CN	415344
9	CN	416575	CN	415356
10	CN	416576	CN	415435
11	CN	416577	CN	415452
12	CN	416578	CN	415470
13	CN	416579	CN	415401
14	CN	416580	CN	415363
15	CN	416581	CN	415347
16	CN	416582	CN	415315
17	CN	416583	CN	415325
18	CN	416584	CN	415385
19	CN	416585	CN	415387
20	CN	416587	CN	415314
21	CN	416588	CN	415329
22	CN	416589	CN	415373
23	CN	416590	CN	415326
24	CN	416591	CN	415317
25	CN	416592	CN	415341
26	CN	416593	CN	415361
27	CN	416594	CN	415362
28	CN	416595	CN	415352
29	CN	416596	CN	415379
30	CN	416597	CN	415342
31	CN	416598	CN	415318
32	CN	416599	CN	415369
33	CN	416600	CN	415360
34	CN	416601	CN	415382
35	CN	416602	CN	415328
36	CN	416603	CN	415322
37	CN	416604	CN	415312
38	CN	416605	CN	415320
39	CN	416606	CN	415922
40	CN	416608	CN	415333
41	CN	416609	CN	415346
42	CN	416610	CN	415332
43	CN	416611	CN	415372
44	CN	416612	CN	415327
45	CN	416613	CN	415350
46	CN	416614	CN	415334



	<u>Original Car Number & Mark</u>		<u>New Car Number & Mark</u>	
47	CN	416615	CN	415381
48	CN	416616	CN	415366
49	CN	416617	CN	415324
50	CN	416618	CN	415354
51	CN	416619	CN	415384
52	CN	416620	CN	415364
53	CN	416621	CN	415330
54	CN	416622	CN	415345
55	CN	416623	CN	415371
56	CN	416624	CN	415357
57	CN	416625	CN	415323
58	CN	416626	CN	415355
59	CN	416627	CN	415353
60	CN	416628	CN	415383
61	CN	416629	CN	415921
62	CN	416630	CN	415335
63	CN	416631	CN	415319
64	CN	416632	CN	415349
65	CN	416634	CN	415321
66	CN	416635	CN	415454
67	CN	416637	CN	415431
68	CN	416638	CN	415447
69	CN	416639	CN	415410
70	CN	416640	CN	415474
71	CN	416641	CN	415393
72	CN	416642	CN	415466
73	CN	416643	CN	415424
74	CN	416644	CN	415440
75	CN	416645	CN	415400
76	CN	416646	CN	415439
77	CN	416647	CN	415483
78	CN	416648	CN	415417
79	CN	416649	CN	415390
80	CN	416650	CN	415480
81	CN	416651	CN	415426
82	CN	416652	CN	415459
83	CN	416653	CN	415420
84	CN	416654	CN	415438
85	CN	416655	CN	415484
86	CN	416656	CN	415340
87	CN	416659	CN	415448
88	CN	416660	CN	415473
89	CN	416661	CN	415423
90	CN	416662	CN	415469
91	CN	416663	CN	415441
92	CN	416664	CN	415429
93	CN	416665	CN	415338
94	CN	416666	CN	415446

	<u>Original Car Number & Mark</u>		<u>New Car Number & Mark</u>	
95	CN	416667	CN	415467
96	CN	416668	CN	415405
97	CN	416669	CN	415461
98	CN	416670	CN	415457
99	CN	416671	CN	415310
100	CN	416672	CN	415437
101	CN	416673	CN	415481
102	CN	416674	CN	415380
103	CN	416675	CN	415396
104	CN	416676	CN	415343
105	CN	416677	CN	415442
106	CN	416678	CN	415434
107	CN	416679	CN	415311
108	CN	416680	CN	415348
109	CN	416681	CN	415465
110	CN	416682	CN	415336
111	CN	416683	CN	415456
112	CN	416684	CN	415368
113	CN	416685	CN	415421
114	CN	416686	CN	415392
115	CN	416687	CN	415391
116	CN	416688	CN	415404
117	CN	416689	CN	415919
118	CN	416690	CN	415477
119	CN	416691	CN	415351
120	CN	416692	CN	415443
121	CN	416693	CN	415359
122	CN	416694	CN	415389
123	CN	416696	CN	415920
124	CN	416697	CN	415411
125	CN	416698	CN	415445
126	CN	416699	CN	415432
127	CN	416700	CN	415331
128	CN	416701	CN	415413
129	CN	416702	CN	415370
130	CN	416703	CN	415468
131	CN	416704	CN	415398
132	CN	416705	CN	415313
133	CN	416706	CN	415415
134	CN	416707	CN	415422
135	CN	416708	CN	415416
136	CN	416709	CN	415464
137	CN	416710	CN	415463
138	CN	416711	CN	415475
139	CN	416712	CN	415460
140	CN	416713	CN	415451
141	CN	416714	CN	415472
142	CN	416715	CN	415478

Handwritten mark

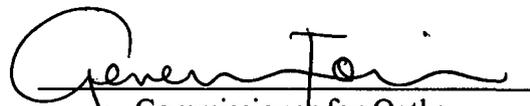
	<u>Original Car Number & Mark</u>		<u>New Car Number & Mark</u>	
143	CN	416716	CN	415402
144	CN	416717	CN	415471
145	CN	416718	CN	415427
146	CN	416719	CN	415406
147	CN	416720	CN	415458
148	CN	416721	CN	415479
149	CN	416723	CN	415450
150	CN	416724	CN	415455
151	CN	416725	CN	415394
152	CN	416726	CN	415430
153	CN	416727	CN	415397
154	CN	416728	CN	415316
155	CN	416729	CN	415412
156	CN	416730	CN	415482
157	CN	416731	CN	415399
158	CN	416732	CN	415414
159	CN	416733	CN	415436
160	CN	416734	CN	415418
161	CN	416735	CN	415419
162	CN	416736	CN	415407
163	CN	416737	CN	415453
164	CN	416738	CN	415449
165	CN	416739	CN	415444
166	CN	416741	CN	415409
167	CN	416742	CN	415476
168	CN	416743	CN	415462
169	CN	416744	CN	415425
170	CN	416745	CN	415403
171	CN	416746	CN	415388
172	CN	416747	CN	415395
173	CN	416748	CN	415428
174	CN	416749	CN	415433

* Note: Subsequent to renumbering, this car suffered a casualty occurrence.

PROVINCE OF QUEBEC)
) ss: *In the matter of a Notice of Renumbering*
DISTRICT OF MONTREAL)

On this 4th day of December, 1998, before me personally appeared John A.N. Lamont, to me personally known, who being by me duly sworn says that he is Senior Manager - Asset Finance of the Canadian National Railway Company, that said notice was signed on behalf of said corporation, and he acknowledged that the execution of the foregoing notice was the free act and deed of said corporation.

[Seal]


~~Commissioner for Oaths~~
Attorney

My commission expires: 31/03/99

de