RECORDATION NO. 15517-77 FILED
FEB 11 '98 11-53 AM

HOPKINS & SUTTER

(A Partnership Including Professional Corporations)

2800 Livernois, Suite 220, Troy, MI 48083-1220
TEL: 248.740.6600 FAX: 248.740.6613

WITH OFFICES IN
CHICAGO • WASHINGTON DC • TROY

RECEIVED SURFACE TRANSPORTATION BOARD FEB 11 11 53 AM '98

MARY P. SCLAWY
Direct Line: 248.740.6602
Email: msclawy@hopsut.com

February 10, 1998

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

Dear Secretary:

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 January 23, 1998. The Lease Agreement ("Lease") under which these units were leased is dated January 22, 1988. The units which were renumbered pursuant to the Lease are 394 XM boxcars, bearing old and new road numbers as shown on Schedule A, attached to this letter.

The Lease was recorded on March 1, 1988 and assigned recordation number 15517.

The parties to the Lease are:

Lessor: First National Bank of Maryland, successor in interest to NRUC Corporation (nka Emergent Group, Inc.)

Lessee : Canadian National Railway Company

Enclosed is our check in the amount of $24.

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 48083-1220

Sincerely,

Mary P. Sclawy

C: John Lamont re CN 1-22-88 lease

Schedule A

Original Car Number		Current Car Number (if changed)			Original Car Number		Current Car Number (if changed)		
CN	418000	CN	413854		CN	418047			
CN	418001				CN	418048	CN	413898	
CN	418002				CN	418049	CN	413818	
CN	418003	CN	413847		CN	418050			
CN	418004				CN	418051			
CN	418005				CN	418052			
CN	418006				CN	418053	CN	413871	
CN	418007				CN	418054	CN	413896	
CN	418008				CN	418055	CN	413864	
CN	418009				CN	418056	CN	413877	
CN	418010	CN	413811		CN	418057			
CN	418011	CN	413849		CN	418058			
CN	418012				CN	418059			
CN	418013	CN	413848		CN	418060	CN	413822	
CN	418014				CN	418061			
CN	418015				CN	418062			
CN	418016				CN	418063			
CN	418017	CN	413878		CN	418064	CN	413835	
CN	418018				CN	418065			
CN	418019				CN	418066	CN	413837	
CN	418020				CN	418067			
CN	418021			*	CN	418068			
CN	418022				CN	418069			
CN	418023				CN	418070			
CN	418024				CN	418071			
CN	418025	CN	413819		CN	418072			
CN	418026				CN	418073			
CN	418027				CN	418074	CN	413890	
CN	418028	CN	413872		CN	418075			
CN	418029				CN	418076			
CN	418030	CN	413880		CN	418077			
CN	418031				CN	418078			
CN	418032	CN	413831		CN	418079			
CN	418033				CN	418080			
CN	418034				CN	418082			
CN	418035	CN	413823		CN	418083			
CN	418036	CN	413884		CN	418084			
CN	418037				CN	418086			
CN	418038				CN	418087			
CN	418039			*	CN	418089			
CN	418040				CN	418090			
CN	418041	CN	413869		CN	418091			
CN	418042	CN	413893		CN	418092			*
CN	418043	CN	413828		CN	418093			
CN	418044				CN	418094			*
CN	418045				CN	418095			
CN	418046	CN	413858		CN	418096			

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Schedule A

Original Car Number		Current Car Number (if changed)	
CN	418097		
CN	418098		
CN	418099		
CN	418100		
CN	418101		
CN	418102		
CN	418103		
CN	418104		
CN	418105		
CN	418106		
CN	418107		
CN	418108		
CN	418109		
CN	418110		
CN	418111		
CN	418112		
CN	418113		
CN	418114		
CN	418115		
CN	418116		
CN	418117		
CN	418118		
CN	418119		
CN	418120		
CN	418121		
CN	418122		
CN	418123		
CN	418124		
CN	418127	CN	413840
CN	418128		
CN	418129		
CN	418130		
CN	418131		
CN	418132		
CN	418133		
CN	418134		
CN	418135		
CN	418136		
CN	418137		
CN	418138		
CN	418139		
CN	418140		
CN	418142		
CN	418143	CN	413867
CN	418144	CN	413885
CN	418145		
CN	418146		

Original Car Number		Current Car Number (if changed)	
CN	418147		
CN	418148	CN	413899
CN	418149		
CN	418150	CN	413886
CN	418151		
CN	418152	CN	413838
CN	418153	CN	413876
CN	418154		
CN	418155	CN	413882
CN	418156	CN	413845
CN	418157		
CN	418158	CN	413841
CN	418159		
CN	418160		
CN	418161	CN	413839
CN	418162	CN	413866
CN	418163	CN	413815
CN	418164	CN	413861
CN	418165		
CN	418166	CN	413842
CN	418167		
CN	418168		
CN	418169		
CN	418170		
CN	418171	CN	413843
CN	418172	CN	413827
CN	418173	CN	413881
CN	418174		
CN	418175		
CN	418176		
CN	418177	CN	413888
CN	418178		
CN	418179	CN	413859
CN	418180		
CN	418181		
CN	418182		
CN	418183		
CN	418184		
CN	418185	CN	413851
CN	418186		
CN	418187	CN	413865
CN	418188	CN	413852
CN	418189	CN	413832
CN	418190	CN	413870
CN	418191		
CN	418192		
CN	418193		

Schedule A

Original Car Number		Current Car Number (if changed)		
CN	418194			*
CN	418195	CN	413826	
CN	418196	CN	413830	
CN	418197			
CN	418198			
CN	418199			
CN	418200	CN	413856	
CN	418201	CN	413879	
CN	418202			
CN	418203			
CN	418204			
CN	418205			
CN	418206			
CN	418207	CN	413833	
CN	418208			
CN	418209			
CN	418210			*
CN	418211			
CN	418212			
CN	418213	CN	413834	
CN	418214	CN	413813	
CN	418215	CN	413829	
CN	418216			
CN	418217			
CN	418218			
CN	418219			
CN	418220	CN	413892	
CN	418221			
CN	418222	CN	413814	
CN	418223	CN	413820	
CN	418224			
CN	418225	CN	413846	
CN	418226			
CN	418227	CN	413874	
CN	418228	CN	413855	
CN	418229	CN	413853	
CN	418230			
CN	418231			
CN	418232			
CN	418233			
CN	418234			
CN	418235	CN	413836	
CN	418236			
CN	418237			
CN	418238			*
CN	418239			
CN	418240			

Original Car Number		Current Car Number (if changed)		
CN	418241			
CN	418242			
CN	418243			
CN	418244			
CN	418245	CN	413850	
CN	418246			
CN	418247			
CN	418248	CN	413810	
CN	418249			
CN	418250	CN	413895	
CN	418251			
CN	418252			
CN	418253	CN	413891	
CN	418254	CN	413887	
CN	418255			
CN	418256			
CN	418257			*
CN	418258			
CN	418259			
CN	418260			
CN	418261			
CN	418262			
CN	418263			
CN	418264			
CN	418265			
CN	418266			
CN	418267			
CN	418268	CN	413857	
CN	418269			
CN	418270			
CN	418271			
CN	418272			
CN	418273			
CN	418274			
CN	418275			
CN	418276	CN	413816	
CN	418277			
CN	418278			
CN	418279	CN	413817	
CN	418280			*
CN	418281	CN	413889	
CN	418282	CN	413824	
CN	418283	CN	413868	
CN	418284	CN	413873	
CN	418285			
CN	418286			
CN	418287	CN	413862	

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Schedule A

Original Car Number	Current Car Number (if changed)	
CN 418288		
CN 418289		
CN 418290		
CN 418291		*
CN 418292		
CN 418293		
CN 418294		
CN 418295		
CN 418296		
CN 418297		
CN 418298		
CN 418299	CN 413883	
CN 418300		
CN 418301	CN 413875	
CN 418302		
CN 418303		
CN 418304		
CN 418305		
CN 418306	CN 413894	
CN 418307		
CN 418308		
CN 418309		
CN 418310	CN 413812	
CN 418311		
CN 418312		
CN 418313		
CN 418314		
CN 418315		
CN 418316	CN 413860	
CN 418317	CN 413825	
CN 418318		
CN 418319		
CN 418320		
CN 418321		
CN 418322	CN 413844	
CN 418323		
CN 418324		
CN 418325		
CN 418326		
CN 418327		*
CN 418328		
CN 418329		
CN 418330		
CN 418331		
CN 418332		
CN 418333		
CN 418334		

Original Car Number	Current Car Number (if changed)	
CN 418335		
CN 418336		
CN 418337		
CN 418338		
CN 418339		
CN 418340		
CN 418341		*
CN 418342		
CN 418343		
CN 418344		
CN 418345		*
CN 418346		*
CN 418347		
CN 418348		
CN 418349		
CN 418350		
CN 418351		
CN 418352		
CN 418353	CN 413863	
CN 418354		
CN 418355		
CN 418356		
CN 418357		
CN 418358		
CN 418359		
CN 418360		
CN 418361		
CN 418362	CN 413821	
CN 418363		
CN 418364		
CN 418365		
CN 418366		
CN 418367		*
CN 418368		
CN 418369		
CN 418370		
CN 418371		
CN 418372		
CN 418373		
CN 418374		
CN 418375		
CN 418376		
CN 418377		
CN 418378		
CN 418379		
CN 418380	CN 413897	
CN 418381		

24

Schedule A

Original Car Number		Current Car Number (if changed)	
CN	418382		
CN	418383		
CN	418384		
CN	418385		
CN	418386		
CN	418387		*
CN	418388		
CN	418389		
CN	418390		
CN	418391		
CN	418392		
CN	418393		
CN	418394		
CN	418395		
CN	418396		*
CN	418397		
CN	418398		
CN	418399		

* Destroyed Units

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RECORDATION NO. 15517-TT FILED

FEB 11 '98 11-53 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 22 January 1988, as amended, (the "Lease"), with **NRUC Corporation**, now known as Emergent Group, Inc., (predecessor-in-interest to The First National Bank of Maryland) as lessor, originally covering three-hundred ninety-four (394) units of railroad rolling stock accepted thereunder;

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 1 March 1988 at 12:30 P.M. and assigned recordation number 15517; 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 7 March 1988 at 1:30 P.M.

NOW THEREFORE, TAKE NOTICE THAT a) pursuant to the terms of the Lease, the Lessee has renumbered certain of the units of railroad rolling stock 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 x) the Surface Transportation Board and y) 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, this 23rd day of January 1998.

CANADIAN NATIONAL RAILWAY COMPANY, as lessee

By: John an Lamont

Its: Sr. Manager - Asset Finance

CN File Reference: 2042-76-5

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

On this 23rd day of January, 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.

Geneviève
~~Commissioner for Oaths~~
Lawyer

My commission expires: 31/03/98

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Schedule A

Original Car Number		Current Car Number (if changed)		
CN	418000	CN	413854	
CN	418001			
CN	418002			
CN	418003	CN	413847	
CN	418004			
CN	418005			
CN	418006			
CN	418007			
CN	418008			
CN	418009			
CN	418010	CN	413811	
CN	418011	CN	413849	
CN	418012			
CN	418013	CN	413848	
CN	418014			
CN	418015			
CN	418016			
CN	418017	CN	413878	
CN	418018			
CN	418019			
CN	418020			
CN	418021			*
CN	418022			
CN	418023			
CN	418024			
CN	418025	CN	413819	
CN	418026			
CN	418027			
CN	418028	CN	413872	
CN	418029			
CN	418030	CN	413880	
CN	418031			
CN	418032	CN	413831	
CN	418033			
CN	418034			
CN	418035	CN	413823	
CN	418036	CN	413884	
CN	418037			
CN	418038			
CN	418039			*
CN	418040			
CN	418041	CN	413869	
CN	418042	CN	413893	
CN	418043	CN	413828	
CN	418044			
CN	418045			
CN	418046	CN	413858	

Original Car Number		Current Car Number (if changed)		
CN	418047			
CN	418048	CN	413898	
CN	418049	CN	413818	
CN	418050			
CN	418051			
CN	418052			
CN	418053	CN	413871	
CN	418054	CN	413896	
CN	418055	CN	413864	
CN	418056	CN	413877	
CN	418057			
CN	418058			
CN	418059			
CN	418060	CN	413822	
CN	418061			
CN	418062			
CN	418063			
CN	418064	CN	413835	
CN	418065			
CN	418066	CN	413837	
CN	418067			
CN	418068			
CN	418069			
CN	418070			
CN	418071			
CN	418072			
CN	418073			
CN	418074	CN	413890	
CN	418075			
CN	418076			
CN	418077			
CN	418078			
CN	418079			
CN	418080			
CN	418082			
CN	418083			
CN	418084			
CN	418086			
CN	418087			
CN	418089			
CN	418090			
CN	418091			
CN	418092			*
CN	418093			
CN	418094			*
CN	418095			
CN	418096			

24

Schedule A

Original Car Number		Current Car Number (if changed)	
CN	418097		
CN	418098		
CN	418099		
CN	418100		
CN	418101		
CN	418102		
CN	418103		
CN	418104		
CN	418105		
CN	418106		
CN	418107		
CN	418108		
CN	418109		
CN	418110		
CN	418111		
CN	418112		
CN	418113		
CN	418114		
CN	418115		
CN	418116		
CN	418117		
CN	418118		
CN	418119		*
CN	418120		
CN	418121		
CN	418122		
CN	418123		
CN	418124		
CN	418127	CN	413840
CN	418128		
CN	418129		
CN	418130		
CN	418131		
CN	418132		
CN	418133		
CN	418134		
CN	418135		
CN	418136		
CN	418137		
CN	418138		
CN	418139		
CN	418140		
CN	418142		
CN	418143	CN	413867
CN	418144	CN	413885
CN	418145		
CN	418146		

Original Car Number		Current Car Number (if changed)		
CN	418147			*
CN	418148	CN	413899	
CN	418149			
CN	418150	CN	413886	
CN	418151			
CN	418152	CN	413838	
CN	418153	CN	413876	
CN	418154			
CN	418155	CN	413882	
CN	418156	CN	413845	
CN	418157			
CN	418158	CN	413841	
CN	418159			
CN	418160			
CN	418161	CN	413839	
CN	418162	CN	413866	
CN	418163	CN	413815	
CN	418164	CN	413861	
CN	418165			
CN	418166	CN	413842	
CN	418167			
CN	418168			
CN	418169			
CN	418170			
CN	418171	CN	413843	
CN	418172	CN	413827	
CN	418173	CN	413881	
CN	418174			
CN	418175			
CN	418176			
CN	418177	CN	413888	
CN	418178			
CN	418179	CN	413859	
CN	418180			
CN	418181			
CN	418182			
CN	418183			*
CN	418184			
CN	418185	CN	413851	
CN	418186			
CN	418187	CN	413865	
CN	418188	CN	413852	
CN	418189	CN	413832	
CN	418190	CN	413870	
CN	418191			
CN	418192			
CN	418193			

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Schedule A

Original Car Number		Current Car Number (if changed)		
CN	418194			*
CN	418195	CN	413826	
CN	418196	CN	413830	
CN	418197			
CN	418198			
CN	418199			
CN	418200	CN	413856	
CN	418201	CN	413879	
CN	418202			
CN	418203			
CN	418204			
CN	418205			
CN	418206			
CN	418207	CN	413833	
CN	418208			
CN	418209			
CN	418210			*
CN	418211			
CN	418212			
CN	418213	CN	413834	
CN	418214	CN	413813	
CN	418215	CN	413829	
CN	418216			
CN	418217			
CN	418218			
CN	418219			
CN	418220	CN	413892	
CN	418221			
CN	418222	CN	413814	
CN	418223	CN	413820	
CN	418224			
CN	418225	CN	413846	
CN	418226			
CN	418227	CN	413874	
CN	418228	CN	413855	
CN	418229	CN	413853	
CN	418230			
CN	418231			
CN	418232			
CN	418233			
CN	418234			
CN	418235	CN	413836	
CN	418236			
CN	418237			
CN	418238			*
CN	418239			
CN	418240			

Original Car Number		Current Car Number (if changed)		
CN	418241			
CN	418242			
CN	418243			
CN	418244			
CN	418245	CN	413850	
CN	418246			
CN	418247			
CN	418248	CN	413810	
CN	418249			
CN	418250	CN	413895	
CN	418251			
CN	418252			
CN	418253	CN	413891	
CN	418254	CN	413887	
CN	418255			
CN	418256			
CN	418257			*
CN	418258			
CN	418259			
CN	418260			
CN	418261			
CN	418262			
CN	418263			
CN	418264			
CN	418265			
CN	418266			
CN	418267			
CN	418268	CN	413857	
CN	418269			
CN	418270			
CN	418271			
CN	418272			
CN	418273			
CN	418274			
CN	418275			
CN	418276	CN	413816	
CN	418277			
CN	418278			
CN	418279	CN	413817	
CN	418280			*
CN	418281	CN	413889	
CN	418282	CN	413824	
CN	418283	CN	413868	
CN	418284	CN	413873	
CN	418285			
CN	418286			
CN	418287	CN	413862	

Schedule A

Original Car Number		Current Car Number (if changed)		
CN	418288			
CN	418289			
CN	418290			
CN	418291			*
CN	418292			
CN	418293			
CN	418294			
CN	418295			
CN	418296			
CN	418297			
CN	418298			
CN	418299	CN	413883	
CN	418300			
CN	418301	CN	413875	
CN	418302			
CN	418303			
CN	418304			
CN	418305			
CN	418306	CN	413894	
CN	418307			
CN	418308			
CN	418309			
CN	418310	CN	413812	
CN	418311			
CN	418312			
CN	418313			
CN	418314			
CN	418315			
CN	418316	CN	413860	
CN	418317	CN	413825	
CN	418318			
CN	418319			
CN	418320			
CN	418321			
CN	418322	CN	413844	
CN	418323			
CN	418324			
CN	418325			
CN	418326			
CN	418327			*
CN	418328			
CN	418329			
CN	418330			
CN	418331			
CN	418332			
CN	418333			
CN	418334			

Original Car Number		Current Car Number (if changed)		
CN	418335			
CN	418336			
CN	418337			
CN	418338			
CN	418339			
CN	418340			
CN	418341			*
CN	418342			
CN	418343			
CN	418344			
CN	418345			*
CN	418346			*
CN	418347			
CN	418348			
CN	418349			
CN	418350			
CN	418351			
CN	418352			
CN	418353	CN	413863	
CN	418354			
CN	418355			
CN	418356			
CN	418357			
CN	418358			
CN	418359			
CN	418360			
CN	418361			
CN	418362	CN	413821	
CN	418363			
CN	418364			
CN	418365			
CN	418366			
CN	418367			*
CN	418368			
CN	418369			
CN	418370			
CN	418371			
CN	418372			
CN	418373			
CN	418374			
CN	418375			
CN	418376			
CN	418377			
CN	418378			
CN	418379			
CN	418380	CN	413897	
CN	418381			

24

Schedule A

Original Car Number		Current Car Number (if changed)	
CN	418382		
CN	418383		
CN	418384		
CN	418385		
CN	418386		
CN	418387		*
CN	418388		
CN	418389		
CN	418390		
CN	418391		
CN	418392		
CN	418393		
CN	418394		
CN	418395		
CN	418396		*
CN	418397		
CN	418398		
CN	418399		

* Destroyed Units

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