

RECORDATION NO. 17527-B FILED

APR 05 '01 1:17 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL  
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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

April 5, 2001

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are six (6) copies of a Memorandum of Amending Agreement, dated as of April 1, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease of Equipment #32 which was previously filed with the Commission under Recordation Number 17527.

The names and addresses of the parties to the enclosed document are:

Lessor: Royal Bank of Canada  
9<sup>th</sup> Floor, East Wing  
1 Place Ville Marie  
Montreal, Quebec  
CANADA H3C 3A9

Lessee: Canadian National Railway  
935 de la Gauchetiere Street West  
Montreal, Quebec  
CANADA H3B 2M9

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

There is no new equipment associated with this filing.

Mr. Vernon A. Williams  
April 5, 2001  
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A short summary of the document to appear in the index is:

Memorandum of Amending Agreement, dated as of April 1, 2001, between Royal Bank of Canada, Lessor, and Canadian National Railway, Lessee, covering the equipment set forth in Lease of Equipment #32 previously filed with the Commission under Recordation Number 17527 and extending the term of the lease until April 1, 2005.

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bjg  
Enclosures

**MEMORANDUM OF AMENDING AGREEMENT - LEASE  
OF EQUIPMENT # 32** made as of April 1, 2001 between  
**ROYAL BANK OF CANADA ("RBC")** and **CANADIAN  
NATIONAL RAILWAY COMPANY ("CN")**

**WHEREAS** SLX Canada Inc. (predecessor-in-interest to RBC) as lessor and CN as lessee entered into an agreement entitled "Lease of Equipment # 32" made as of July 15, 1991;

**WHEREAS** the original such Lease of Equipment # 32 was (i) filed at the Interstate Commerce Commission (now the Surface Transportation Board) on September 16, 1991 at 1:10 P.M. pursuant to Section 11303 (now Section 11301) of Title 49 of the *United States Code* with assigned primary recordation number 17527 and (ii) deposited at the Registrar General of Canada on September 5, 1991 at 1:15 P.M. pursuant to Section 90 of the *Railway Act of Canada* (now Section 105 of the *Canada Transportation Act*).

**WHEREAS** RBC and CN have entered into an agreement entitled "Amending Agreement - Lease of Equipment # 32" made as of the date hereof whereby, among other things, the term of such Lease of Equipment # 32 has been extended until April 1, 2005;

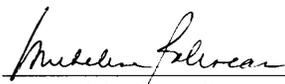
**AND WHEREAS** the terms and conditions of such Amending Agreement - Lease of Equipment # 32 are incorporated, by reference, in this Memorandum as if fully set forth herein.

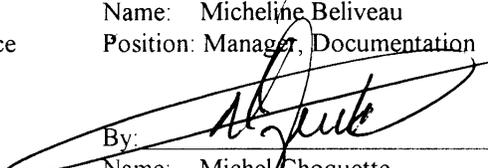
**IN WITNESS WHEREOF**, RBC and CN wish to show for the public record evidence of such Amending Agreement - Lease of Equipment # 32 and accordingly, have caused this Memorandum to be executed by their officers thereunto duly authorized as of the day and year first above written.

**CANADIAN NATIONAL RAILWAY  
COMPANY**, as lessee

By:   
Name: John Lamont  
Position: Sr. Manager, Asset Finance

**ROYAL BANK OF CANADA**,  
as lessor

By:   
Name: Micheline Beliveau  
Position: Manager, Documentation

By:   
Name: Michel Choquette  
Position: Senior Manager, Leasing

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**SURFACE TRANSPORTATION BOARD**

PROVINCE OF QUEBEC )  
 )  
DISTRICT OF MONTREAL )

*In the matter of a Memorandum  
dated as of April 1, 2001.*

On this 30th day of March, 2001, before me personally appeared Michel Choquette, to me personally known, who, being by me duly sworn, says that he is Senior Manager, Leasing of Royal Bank of Canada, that the foregoing instrument was signed on behalf of said corporation by delegation of authority of C.J.G. Sabourin, Vice President, Marketing Corporate Banking, Quebec 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.

  
Commissioner for Oaths

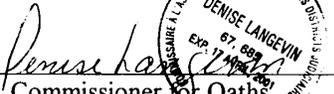
My commission expires: \_\_\_\_\_

[Seal]

PROVINCE OF QUEBEC )  
 )  
DISTRICT OF MONTREAL )

*In the matter of a Memorandum  
dated as of April 1, 2001.*

On this 30th day of March, 2001, before me personally appeared John Lamont, to me personally known, who, being by me duly sworn, says that he is Sr. Manager, Asset Finance of Canadian National Railway Company, 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.

  
Commissioner for Oaths