



First Union Rail Corporation  
 NC5811  
 One O'Hare Center  
 6250 River Road, Suite 5000  
 Rosemont, IL 60018-4214  
 Tel 847 318-7575  
 Fax 847 318-7588

December 17, 2001

VIA UPS 2<sup>ND</sup> DAY AIR

RECORDATION NO. 23765-6 FILED

DEC 17 '01 3-29 PM

SURFACE TRANSPORTATION BOARD



Mr. Vernon E. Williams  
 Surface Transportation Board  
 1925 K Street, N.W., Room 704  
 Washington, DC 20423-0001  
 Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals and two (2) copies of a Memorandum of Lease Agreement, dated February 1, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memorandum of Lease which was duly filed with the Commission on this date as Recordation Number 23765-6.

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 (81) 73' centerbeam A.A.R. Class FBC flatcars marked CN 625600 to 625680, inclusive.

A short summary of the document to appear in the index follows:

Memorandum of Lease between First Union Rail Corporation, Lessor and Canadian National Railway Company, Lessee, covering (81) 73' centerbeam A.A.R. Class FBC flatcars marked CN 625600 to 625680, inclusive.

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 one (2) stamped originals of the enclosed document to the undersigned along with the additional copies.

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*

Susan Grokulsky  
 Manager - Documents Administration

Enclosures

(CN074)

ASSGN. NO. CN074

MEMORANDUM OF LEASE – RIDER NO. 15

THIS MEMORANDUM OF LEASE (the "Memorandum of Lease") is made and entered into as of February 1, 2001 by and between the Montreal branch of First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Canadian National Railway Company ("Lessee"), a Canadian corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement dated as of June 16, 1994 (the "Lease") and Rider No. 15 thereto dated as of February 1, 2001 (the "Rider"), whereby Lessor has agreed to lease to Lessee certain railcars as more particularly described in on Exhibit A attached hereto and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider which are incorporated herein by reference.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease to be duly executed by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

Name: Susan Barrie

Title: Regional Vice President, Sales

Signature: *Susan Barrie*

PROVINCE OF QUEBEC

DISTRICT OF MONTREAL

I, Genevieve Forcier, an attorney of the Province aforesaid, certify that Susan A. Barrie personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand, this 7<sup>th</sup> day of November, 2001.

*Genevieve Forcier*  
Attorney  
#190021-8

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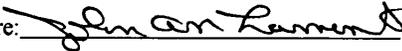
SURFACE TRANSPORTATION BOARD

**LESSEE:**

**CANADIAN NATIONAL RAILWAY COMPANY**

Name: John A.N. Lamont

Title: Sr. Manager, Asset Finance

Signature: 

**PROVINCE OF QUEBEC**

**DISTRICT OF MONTREAL**

I, Genevieve Forcier, an attorney of the Province aforesaid, certify that John A.N. Lamont personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand, this 7<sup>th</sup> day of November, 2001.

  
Attorney  
#190021-8

**RIDER NO. 15**  
**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

**NUMBER OF CARS:** Eighty-one (81).

**DESCRIPTION OF CARS:** 73' centerbeam A.A.R. Class FBC flatcar.

**CAR NUMBERS:** CN 625600 to 625680 inclusive.