



First Union Rail Corporation
 NC5811
 Commercial Leasing Group
 One O'Hare Centre
 6250 River Road, Suite 5000
 Rosemont, IL 60018
 Tel 847 318-7575
 847 318-7588

VIA UPS 2ND DAY AIR

RECORDATION NO. 23765-I FILED

March 21, 2002

APR 4 '02 12-46 PM

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

TS
 SURFACE TRANSPORTATION BOARD



Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are four (4) originals of an Amendment No. 1 to Rider No. 10, dated February 19, 2002, 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 December 17, 2001 as Recordation Number 23765.

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
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A description of the railroad equipment covered by the enclosed document is (75) fully enclosed bi-level autoracks with end doors attached to the flatcars marked TTGX (see Exhibit A to Memorandum of Lease for car numbers).

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

Amendment No. 1 to Rider No. 10 between First Union Rail Corporation, Lessor and Canadian National Railway Company, Lessee, covering substitution of flatcar within group of (75) fully enclosed bi-level autoracks with end doors attached to the flatcars marked TTGX (see Exhibit A to Memorandum of Lease for car numbers).

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 three (3) stamped originals of the enclosed document.

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

ASSGN. NO. CN062

AMENDMENT NO. 1 TO RIDER NO. 10

THIS AMENDMENT NO. 1 TO RIDER NO. 10 ("Amendment No. 1") is made and entered into as of February 1, 2002 by and between 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 and Rider No. 10 thereto dated as of January 1, 2000, whereby Lessor has agreed to lease to Lessee certain bi-level autoracks as more particularly described in Exhibit A thereto; and

A Memorandum evidencing such Rider No. 10 (and such Lease Agreement) was i) filed at the Surface Transportation Board pursuant to Section 11301 of Title 49 of the *United States Code* on December 17, 2001 at 2:31 P.M. with secondary recordation number 23765-B and ii) deposited at the Registrar General of Canada pursuant to Section 105 of the *Canada Transportation Act* on December 21, 2001 at 11:10 A.M.

NOW THEREFORE, the Lessor and Lessee, for good and valuable consideration, agree that:

- a) Exhibit A to such Rider No. 10 is amended as follows:
 - 1) The flatcar marked and numbered TTGX 962297 is deleted from Exhibit A;
 - 2) The flatcar marked TTGX 940042 is substituted therefor; and
- b) Except as amended hereby, the terms and conditions of such Rider No. 10 (and such Lease Agreement) remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have each caused this Amendment No. 1 to be duly executed by their respective officers duly authorized as of the day and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

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SURFACE TRANSPORTATION BOARD

PROVINCE OF QUEBEC
DISTRICT OF MONTREAL

Name: Gordon Hopkins
Title: Director Sales
Signature: Gordon Hopkins

I, Danielle Lord, a Commissioner of Oaths of the Province and District aforesaid, certify that Gordon Hopkins personally appeared before me this day and acknowledged his / her due execution of the foregoing Amendment No. 1.

WITNESS my hand, this 19th day of February, 2002.

Danielle Lord
Commissioner of Oaths

May 28, 2004
Commission Expiry Date

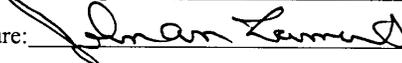


LESSEE:

CANADIAN NATIONAL RAILWAY COMPANY

Name: John A.N. Lamont

Title: Sr. Manager, Asset Finance

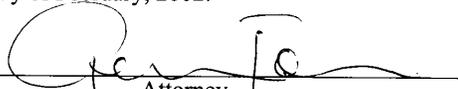
Signature: 

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 Amendment No. 1.

WITNESS my hand, this 22nd day of February, 2002.


Attorney
19021-8