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ELIAS C. ALVORD (1942)  
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OF COUNSEL  
URBAN A. LESTER

October 17, 2002

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

RECORDATION NO. 17992-B FILED

OCT 17 '02 2-41 PM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are four (4) copies of a Memorandum of Amending Agreement of Lease of Equipment #40, dated as of October 1, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease of Equipment #40 previously filed with the Commission under Recordation Number 17992.

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

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

Lessor: Royal Bank of Canada  
(successor to SLX Canada, Inc.)  
20 King Street West  
9<sup>th</sup> Floor  
Toronto, Ontario  
M5H 1C4

Mr. Vernon A. Williams  
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A description of the railroad equipment covered by the enclosed document is:

There is no new or additional equipment associated with this filing which is made to evidence the extension of the lease term.

The original railroad equipment remains: 114 bi-level flatcars CN 70807 – CN 710920 and 126 tri-level flatcars CN 704550 – CN 704675.

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

Memorandum of Amending Agreement of Lease of Equipment #40

Also enclosed is a check in the amount of \$30.00 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/anr  
Enclosures

**MEMORANDUM OF AMENDING AGREEMENT - LEASE  
OF EQUIPMENT # 40** made as of October 1, 2002 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 # 40" made as of June 1, 1992 and amended and re-executed as of October 27, 1992;

**WHEREAS** the such Lease of Equipment # 40 was (i) filed at the Interstate Commerce Commission (now the Surface Transportation Board) on November 6, 1992 at 12:10 P.M. pursuant to Section 11303 (now Section 11301) of Title 49 of the *United States Code* with assigned primary recordation number 17992 and (ii) deposited at the Registrar General of Canada on November 4, 1992 pursuant to Section 90 of the *Railway Act of Canada* (now Section 105 of the *Canada Transportation Act*).

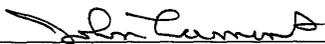
**WHEREAS** RBC and CN have entered into an agreement entitled "Amending Agreement - Lease of Equipment # 40" made as of the date hereof whereby, among other things, the term of such Lease of Equipment # 40 has been extended until October 1, 2006;

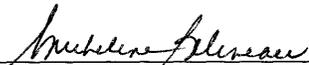
**AND WHEREAS** the terms and conditions of such Amending Agreement - Lease of Equipment # 40 are incorporated, by reference, in this Memorandum as if fully set forth herein.

**IN WITNESS WHEREOF**, RBC and CN wish to show for the public record evidence of such Amending Agreement - Lease of Equipment # 40 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**

**ROYAL BANK OF CANADA,  
as lessor**

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

By:   
Name: Micheline Beliveau  
Position: Manager, Documentation

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

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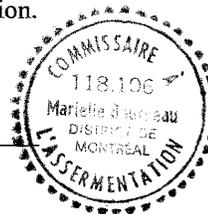
SURFACE TRANSPORTATION BOARD

PROVINCE OF QUEBEC )  
 )  
DISTRICT OF MONTREAL )

*In the matter of a Memorandum  
dated as of October 1, 2002.*

On this 27<sup>th</sup> day of September, 2002, 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: MARCH 26, 2004

[Seal]

PROVINCE OF QUEBEC )  
 )  
DISTRICT OF MONTREAL )

*In the matter of a Memorandum  
dated as of October 1, 2002.*

On this 24<sup>th</sup> day of September, 2002, 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.

  
Attorney

Bar Number: 190021-8