

RECORDATION NO. 21048 C FILED

JUL 22 '03 11-15 AM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
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July 22, 2003

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 First Notice of Renumbering, dated as of July 14, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease of Railroad Equipment previously filed with the Board under Recordation Number 21048.

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

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

Locomotives originally GCFX 6030 – GCFX 6079 are re-marked and renumbered WC 6900 – WC 6949.

Mr. Vernon A. Williams
July 22, 2003
Page Two

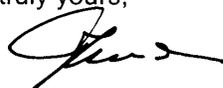
A short summary of the document to appear in the index follows:

First Notice of Renumbering

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,

A handwritten signature in black ink, appearing to read 'R. Alvord', written in a cursive style.

Robert W. Alvord

RWA/anr
Enclosures

REGISTRATION NO. 21048-C FILED
JUL 22 '03 11-15 AM
SURFACE TRANSPORTATION BOARD

FIRST NOTICE OF RENUMBERING

LEASED LOCOMOTIVE UNITS

WHEREAS First Security Bank, N.A. (now known as *Wells Fargo Bank Northwest, N.A.*) as security trustee and **CN 1997 Statutory Trust** (a Connecticut statutory trust with *Connell Finance Company, Inc.* as beneficiary) as owner ("Owner") entered into an Equipment Trust Agreement dated as of October 15, 1997 (the "ETA") covering fifty (50) SD40-3 diesel-electric locomotives (the "Equipment");

WHEREAS Owner as lessor and **Canadian National Railway Company** as lessee (the "Lessee") entered into a Lease of Railroad Equipment dated as of October 15, 1997 (the "Lease"), covering the Equipment;

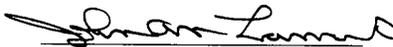
WHEREAS evidence of the ETA and the Lease were recorded with:

- 1) The Surface Transportation Board, in accordance with 49 U.S.C. Section 11301, on December 9, 1997 at 4:11 P.M. with assigned primary recordation numbers 21049 and 21048, respectively; and
- 2) The Office of the Registrar General of Canada, pursuant to Section 105 of the Canada Transportation Act, on December 10, 1997 at 8:45 and 8:46 A.M., respectively.

NOW THEREFORE, TAKE NOTICE THAT a) pursuant to the terms of the ETA and the Lease, the Lessee will renumber the Equipment subject to the ETA and the Lease, as set forth on Schedule A attached hereto and made a part hereof, and b) the Lessee shall cause this First 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 First Notice of Renumbering has been executed, by an authorized signatory of the Lessee, as of the 14th day of July 2003.

**CANADIAN NATIONAL RAILWAY
COMPANY** as lessee

By: 
John A.N. Lamont

CN File Reference: 2039-05

Schedule A to First Notice of Renumbering

<u>Original</u>		<u>New</u>	
<u>Mark</u>	<u>and Number</u>	<u>Mark</u>	<u>and Number</u>
GCFX	6030	WC	6900
GCFX	6031	WC	6901
GCFX	6032	WC	6902
GCFX	6033	WC	6903
GCFX	6034	WC	6904
GCFX	6035	WC	6905
GCFX	6036	WC	6906
GCFX	6037	WC	6907
GCFX	6038	WC	6908
GCFX	6039	WC	6909
GCFX	6040	WC	6910
GCFX	6041	WC	6911
GCFX	6042	WC	6912
GCFX	6043	WC	6913
GCFX	6044	WC	6914
GCFX	6045	WC	6915
GCFX	6046	WC	6916
GCFX	6047	WC	6917
GCFX	6048	WC	6918
GCFX	6049	WC	6919
GCFX	6050	WC	6920
GCFX	6051	WC	6921
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GCFX	6078	WC	6948
GCFX	6079	WC	6949

