

RECORDATION NO. 23765-M FILED

AUG 12 '03

2-26 PM

VIA UPS NEXT DAY AIR

August 11, 2003

FIRST UNION RAIL

SURFACE TRANSPORTATION BOARD

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Tel 847.318.7575  
Fax 847.318.7588

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 one (1) copy of a Memorandum of Lease Agreement, dated August 1, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under 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

A description of the railroad equipment covered by the enclosed document is (60) 73' riserless centerbeam A.A.R. Class FBC flat cars built at National Steel Car Limited in 2003, marked CN 626000 to CN 626059, inclusive.

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

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 one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

*Susan Grokulsky*  
Susan Grokulsky  
Manager of Documentation

Enclosures

(CN089)

RECORDATION NO. 23765-M FILED

AUG 12 '03

2-26 PM

ASSIGN. NO. CN089

SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF LEASE – RIDER NO. 19**

**THIS MEMORANDUM OF LEASE** (the “Memorandum of Lease”) is made and entered into as of August 1, 2003, by and between the Montreal Branch of FIRST UNION RAIL CORPORATION (successor-in-interest to FIRST UNION RAIL, a division of FIRST UNION COMMERCIAL CORPORATION), as Lessor, and CANADIAN NATIONAL RAILWAY COMPANY, as Lessee.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement dated as of June 16, 1994 (the “Lease”) and Rider No. 19 thereto dated as of August 1, 2003, (the “Rider”), whereby Lessor has agreed to lease to Lessee certain railcars as more particularly described in 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 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, Danielle Lord, a Commissioner of Oaths of the Province aforesaid, certify that Susan A. Barrie personally appeared before me on July 28, 2003 and acknowledged her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 28th day of July, 2003.

*Danielle Lord*  
Commissioner of Oaths



My Commission Expires:

May 28, 2004

**LESSEE:**

CANADIAN NATIONAL RAILWAY COMPANY

NAME: John A.N. Lamont

TITLE: Senior Manager – Asset Finance

SIGNATURE: 

PROVINCE OF QUEBEC  
DISTRICT OF MONTREAL

I, Danielle Lord, a Commissioner of Oaths of the Province aforesaid, certify that John A.N. Lamont personally appeared before me on July 28, 2003 and acknowledged her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 28th day of July, 2003.

My Commission Expires:

May 28, 2004



**EXHIBIT A**  
**To**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS: Sixty (60).

DESCRIPTION OF CARS: 73' riserless centerbeam A.A.R. Class FBC Flat Cars. Cars built at National Steel Car Limited in 2003.

CAR NUMBERS: CN 626000 to CN 626059 inclusive.