

RECORDATION NO. 24737 FILED

DEC 18 '03 2-02 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

December 18, 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 four (4) copies of a Memorandum of Lease of Railroad Equipment, dated as of December 1, 2003 a primary document as defined in the Board's Rules for the Recordation of Documents.

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: Key Equipment Finance Canada Ltd.
1122 International Boulevard
Suite 600
Burlington, ON L7L 6Z8
Canada

A description of the railroad equipment covered by the enclosed document is:
100 boxcars CN 405750 - CN 405849

Mr. Vernon A. Williams
December 18, 2003
Page Two

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

Memorandum of Lease of Railroad Equipment

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

RECORDATION NO. 24737 FILED

DEC 18 '03 2-02 PM

(CN / KEY)

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT
dated as of December 1, 2003 between **CANADIAN NATIONAL RAILWAY COMPANY**, a corporation continued under the laws of Canada (hereinafter called the **Lessee**), and **KEY EQUIPMENT FINANCE CANADA LTD.**, an Ontario corporation (hereinafter called the **Lessor**).

WHEREAS, the Lessee and the Lessor are entering into that certain Lease of Railroad Equipment dated as of the date hereof (hereinafter the **Lease**) covering one-hundred (100) 50'6" Plate F boxcars manufactured by the Lessee in 2003 bearing the road numbers **CN 405750 to CN 405849** inclusive, and all additions thereto, alterations thereof, replacements thereof and substitutions therefor (hereinafter the **Boxcars**);

WHEREAS, the terms and conditions of the Lease are incorporated by reference in this Memorandum as if fully set forth herein;

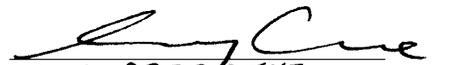
AND WHEREAS, this Memorandum has been entered into for the purpose of satisfying the requirements for i) recordation with the Surface Transportation Board of the United States of America under Section 11301 of Title 49 of the *United States Code* and ii) deposit with the Registrar General of Canada under Section 105 of the *Canada Transportation Act*.

IN WITNESS WHEREOF, the parties wish to show for the public record, among other things, the ownership of the Boxcars by the Lessor, the leasehold interest therein of the Lessee and the rights of the Lessee to purchase the Boxcars 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

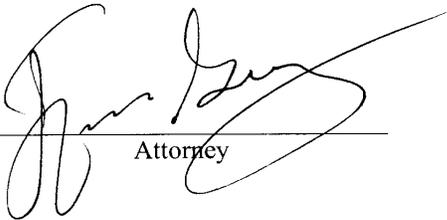
By: 
Its: Sr. Manager, Asset Finance

KEY EQUIPMENT FINANCE CANADA LTD.

By: 
Its: VICE-PRESIDENT

PROVINCE OF QUEBEC)
) SS.:
DISTRICT OF MONTREAL)

On this 12th day of December, 2003, before me personally appeared John A.N. 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 instrument was signed on behalf of said company 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 company.

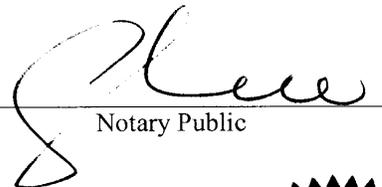


Attorney

Bar number: 188726-2

PROVINCE OF ONTARIO)
) SS.:
CITY OF BURINGTON)

On this 17TH day of December, 2003, before me personally appeared GARY F. CARE, to me personally known, who, being by me duly sworn, says that he / she is VICE-PRESIDENT of KEY EQUIPMENT FINANCE CANADA LTD., that the instrument was signed on behalf of said corporation by authority of its board of directors, and he / she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

My commission expires

N/A

