

RECORDATION NO. 24995 FILED

JUN 21 04 12-16 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

June 21, 2004

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 Memorandum of Lease of Railroad Equipment No. 2, dated as of June 15, 2004, 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 Blvd.
Suite 600
Burlington, Ontario L7L 6Z8
Canada

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

100 boxcars CN 405850 - CN 405949

Mr. Vernon A. Williams
June 21, 2004
Page Two

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

Memorandum of Lease of Railroad Equipment No. 2

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/anm
Enclosures

RECORDATION NO. 24995 FILED

JUN 21 '04 12-16 PM

(CN / KEY No. 2)

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT NO. 2 dated as of June 15, 2004 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**).

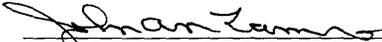
WHEREAS, the Lessee and the Lessor are entering into that certain Lease of Railroad Equipment No. 2 dated as of the date hereof (hereinafter the **Lease**) covering one-hundred (100) 50'6" Plate F boxcars manufactured by the Lessee in 2004 bearing the road numbers **CN 405850 to CN 405949** inclusive, 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: _____

(CN / KEY No. 2)

MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT NO. 2 dated as of June 15, 2004 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 No. 2 dated as of the date hereof (hereinafter the **Lease**) covering one-hundred (100) 50'6" Plate F boxcars manufactured by the Lessee in 2004 bearing the road numbers **CN 405850 to CN 405949** 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;

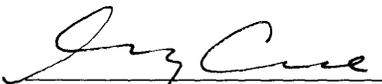
AND WHEREAS, this Memorandum has been entered into for the purpose of satisfying the requirements for i) recordation with the Surface Transportation Board of the United States of America under Section 11301 of Title 49 of the *United States Code* and ii) deposit with the Registrar General of Canada under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

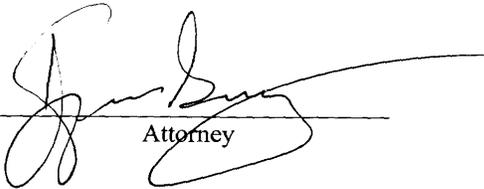
By: _____
Its: Sr. Manager, Asset Finance

KEY EQUIPMENT FINANCE CANADA LTD.

By: 
Its: Vice President & General Manager

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

On this 16th day of June, 2004, 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)
)
CITY OF _____) SS.:

On this _____ day of June, 2004, before me personally appeared _____, to me personally known, who, being by me duly sworn, says that he / she is _____ 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

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

On this ____ day of June, 2004, 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: _____

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

On this 16 day of June, 2004, before me personally appeared Gay Carr, to me personally known, who, being by me duly sworn, says that he / ~~she~~ is Vice President & FM 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.

Thomas C. C. J. P.
Notary Public

My commission ^{is in full} ~~expires~~