CSC

CORPORATION SERVICE COMPANY®

RECORDATION NO. 26348 FILED

MAY 17 '06 2-37 PM

SURFACE TRANSPORTATION BOARD

MAY 17 2006 RECEIVED

May 16, 2006

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423
Barbara.saddler@stb.dot.gov

RE: 106618/005

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of March 8, 2006 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING, INC.**
1211 Avenue of the Americas New York, NY 10036

Lessee: **CANADIAN NATIONAL RAILWAY COMPANY**
221 West Esplanade North Vancouver, BC V7M3J1

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

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING, INC.** and Lessee: **CANADIAN NATIONAL RAILWAY COMPANY** covering 359 flat cars with reporting marks and numbers – ATW 300600 - ATW 300977 – INCLUSIVE.

Please file this memorandum as a PRIMARY document and return one (1) stamped original to my attention. A check covering the filing fee of thirty-four dollars ($34.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 x 3813.

Thank you for your prompt assistance.

Sincerely,

April O'Shea
Motor Vehicle Specialist

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF USE AGREEMENT

THIS MEMORANDUM OF USE AGREEMENT dated as of this 8th day of March, 2006, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and CANADIAN NATIONAL RAILWAY COMPANY, a Canadian corporation, with an address at 221 West Esplanade, North Vancouver, BC V7M 3J1, Canada (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Use Agreement (the "Lease") dated as of March 8, 2006 covering the equipment listed on Schedule A hereto (the "Equipment").

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: William P. O'Brien
Name: William P. O'Brien
Title: Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

CANADIAN NATIONAL RAILWAY COMPANY

By: H Little
Name: HEATHER LITTLE
Title: SR. MGR., LEASING & CAR HIRE-MERCHANDISE

Schedule A

Number of Cars	Equipment Description
359	73' centerbeam lumber flat car

1	ATW	300600
2	ATW	300601
3	ATW	300602
4	ATW	300603
5	ATW	300604
6	ATW	300605
7	ATW	300606
8	ATW	300607
9	ATW	300608
10	ATW	300609
11	ATW	300610
12	ATW	300611
13	ATW	300612
14	ATW	300613
15	ATW	300614
16	ATW	300615
17	ATW	300616
18	ATW	300617
19	ATW	300618
20	ATW	300619
21	ATW	300620
22	ATW	300621
23	ATW	300622
24	ATW	300623
25	ATW	300624
26	ATW	300625
27	ATW	300626
28	ATW	300627
29	ATW	300628
30	ATW	300629
31	ATW	300630
32	ATW	300631
33	ATW	300633
34	ATW	300634
35	ATW	300635
36	ATW	300636
37	ATW	300637
38	ATW	300638
39	ATW	300639
40	ATW	300640
41	ATW	300641
42	ATW	300642
43	ATW	300643
44	ATW	300644
45	ATW	300645
46	ATW	300646
47	ATW	300647
48	ATW	300648
49	ATW	300649
50	ATW	300650
51	ATW	300651
52	ATW	300652
53	ATW	300653
54	ATW	300654
55	ATW	300655
56	ATW	300656
57	ATW	300657
58	ATW	300658
59	ATW	300659
60	ATW	300660
61	ATW	300661
62	ATW	300662
63	ATW	300663
64	ATW	300664
65	ATW	300665
66	ATW	300666
67	ATW	300667
68	ATW	300668
69	ATW	300669
70	ATW	300670
71	ATW	300671
72	ATW	300672
73	ATW	300673
74	ATW	300674
75	ATW	300675
76	ATW	300676
77	ATW	300677
78	ATW	300678
79	ATW	300679
80	ATW	300680
81	ATW	300681
82	ATW	300682
83	ATW	300683
84	ATW	300684
85	ATW	300685
86	ATW	300686
87	ATW	300687
88	ATW	300688
89	ATW	300689
90	ATW	300690
91	ATW	300691
92	ATW	300692
93	ATW	300693
94	ATW	300694
95	ATW	300695
96	ATW	300696
97	ATW	300697
98	ATW	300698
99	ATW	300699
100	ATW	300700
101	ATW	300701
102	ATW	300702
103	ATW	300703
104	ATW	300704
105	ATW	300705
106	ATW	300706
107	ATW	300707
108	ATW	300708
109	ATW	300709
110	ATW	300710
111	ATW	300711
112	ATW	300712
113	ATW	300713
114	ATW	300714
115	ATW	300715
116	ATW	300716
117	ATW	300717
118	ATW	300718
119	ATW	300719
120	ATW	300720
121	ATW	300721
122	ATW	300722
123	ATW	300723
124	ATW	300724
125	ATW	300725
126	ATW	300726
127	ATW	300727
128	ATW	300728
129	ATW	300729
130	ATW	300730
131	ATW	300731
132	ATW	300732
133	ATW	300733
134	ATW	300734
135	ATW	300735
136	ATW	300736
137	ATW	300737
138	ATW	300738
139	ATW	300739
140	ATW	300740
141	ATW	300741
142	ATW	300742
143	ATW	300743
144	ATW	300744
145	ATW	300745
146	ATW	300746
147	ATW	300747
148	ATW	300748
149	ATW	300749
150	ATW	300750
151	ATW	300751
152	ATW	300752
153	ATW	300753
154	ATW	300754
155	ATW	300755
156	ATW	300756

Schedule A

Number of Cars	Equipment Description
359	73' centerbeam lumber flat car

157	ATW	300757
158	ATW	300758
159	ATW	300759
160	ATW	300760
161	ATW	300761
162	ATW	300762
163	ATW	300763
164	ATW	300764
165	ATW	300765
166	ATW	300766
167	ATW	300767
168	ATW	300768
169	ATW	300769
170	ATW	300770
171	ATW	300771
172	ATW	300772
173	ATW	300773
174	ATW	300774
175	ATW	300775
176	ATW	300776
177	ATW	300777
178	ATW	300778
179	ATW	300779
180	ATW	300780
181	ATW	300781
182	ATW	300782
183	ATW	300783
184	ATW	300784
185	ATW	300785
186	ATW	300786
187	ATW	300787
188	ATW	300788
189	ATW	300789
190	ATW	300790
191	ATW	300791
192	ATW	300792
193	ATW	300793
194	ATW	300794
195	ATW	300795
196	ATW	300796
197	ATW	300797
198	ATW	300798
199	ATW	300799
200	ATW	300800
201	ATW	300801
202	ATW	300802
203	ATW	300803
204	ATW	300804
205	ATW	300805
206	ATW	300806
207	ATW	300807
208	ATW	300808
209	ATW	300809
210	ATW	300810
211	ATW	300811
212	ATW	300812
213	ATW	300813
214	ATW	300814
215	ATW	300815
216	ATW	300816
217	ATW	300817
218	ATW	300818
219	ATW	300819
220	ATW	300820
221	ATW	300821
222	ATW	300822
223	ATW	300823
224	ATW	300824
225	ATW	300825
226	ATW	300826
227	ATW	300827
228	ATW	300828
229	ATW	300829
230	ATW	300830
231	ATW	300831
232	ATW	300832
233	ATW	300833
234	ATW	300834
235	ATW	300835
236	ATW	300836
237	ATW	300837
238	ATW	300838
239	ATW	300839
240	ATW	300840
241	ATW	300841
242	ATW	300842
243	ATW	300843
244	ATW	300844
245	ATW	300845
246	ATW	300846
247	ATW	300847
248	ATW	300848
249	ATW	300849
250	ATW	300850
251	ATW	300851
252	ATW	300852
253	ATW	300853
254	ATW	300854
255	ATW	300855
256	ATW	300856
257	ATW	300857
258	ATW	300858
259	ATW	300859
260	ATW	300860
261	ATW	300861
262	ATW	300862
263	ATW	300863
264	ATW	300864
265	ATW	300865
266	ATW	300866
267	ATW	300867
268	ATW	300868
269	ATW	300869
270	ATW	300870
271	ATW	300871
272	ATW	300872
273	ATW	300873
274	ATW	300874
275	ATW	300875
276	ATW	300876
277	ATW	300877
278	ATW	300878
279	ATW	300879
280	ATW	300880
281	ATW	300881
282	ATW	300882
283	ATW	300883
284	ATW	300884
285	ATW	300885
286	ATW	300886
287	ATW	300887
288	ATW	300888
289	ATW	300889
290	ATW	300890
291	ATW	300891
292	ATW	300892
293	ATW	300893
294	ATW	300894
295	ATW	300895
296	ATW	300896
297	ATW	300897
298	ATW	300898
299	ATW	300899
300	ATW	300900
301	ATW	300901
302	ATW	300902
303	ATW	300903
304	ATW	300905
305	ATW	300906
306	ATW	300907
307	ATW	300908
308	ATW	300909
309	ATW	300910
310	ATW	300911
311	ATW	300912
312	ATW	300913

Schedule A

Number of Cars	Equipment Description
359	73' centerbeam lumber flat car

313	ATW	300914
314	ATW	300915
315	ATW	300916
316	ATW	300918
317	ATW	300921
318	ATW	300922
319	ATW	300924
320	ATW	300925
321	ATW	300926
322	ATW	300927
323	ATW	300928
324	ATW	300929
325	ATW	300933
326	ATW	300934
327	ATW	300935
328	ATW	300936
329	ATW	300937
330	ATW	300938
331	ATW	300939
332	ATW	300940
333	ATW	300941
334	ATW	300942
335	ATW	300943
336	ATW	300944
337	ATW	300945
338	ATW	300946
339	ATW	300947
340	ATW	300948
341	ATW	300949
342	ATW	300950
343	ATW	300951
344	ATW	300952
345	ATW	300953
346	ATW	300954
347	ATW	300955
348	ATW	300956
349	ATW	300957
350	ATW	300958
351	ATW	300960
352	ATW	300963
353	ATW	300965
354	ATW	300966
355	ATW	300967
356	ATW	300971
357	ATW	300972
358	ATW	300976
359	ATW	300977