

SEP 20 '06 1-00 PM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

September 19, 2006

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 two (2) copies of a Memorandum of Lease of Equipment No. 46, dated as of September 1, 2006, 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 St. W.
Montreal, PQ H3B 2M9
Canada

Lessor: CNLX Canada, Inc.
10,004 104th Avenue
Edmonton, Alberta T5J 0K2
Canada

Mr. Vernon A. Williams
September 19, 2006
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A description of the railroad equipment covered by the enclosed document is:

112 centerbeam railcars: CN 625700 – CN 625811.

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

Memorandum of Lease of Equipment No. 46.

Also enclosed is a check in the amount of \$34.00 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/sem
Enclosures

SEP 20 '06

1-00 PM

(CN / CNLX - #46)

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE OF EQUIPMENT NO. 46 dated as of September 1, 2006, between **Canadian National Railway Company**, a Canadian corporation (hereinafter called the "Lessee"), and **CNLX Canada Inc.**, a Canadian corporation (hereinafter called the "Lessor").

WHEREAS, the Lessor (formerly known as **SLX Canada Inc.**) and the Lessee have entered into that certain Lease of Equipment No. 46 dated as of September 1, 2006 (hereinafter called the "Lease"), covering the one-hundred twelve (112) 73' centrebeams more particularly described in Schedule A hereto, and all additions and alterations thereto, replacements thereof and substitutions therefor (collectively, the "Cars");

NOW, THEREFORE, the parties hereto wish to show for the public record the leasing of the Cars from the Lessor to the Lessee, the ownership of the Cars by the Lessor, the leasehold interest therein of the Lessee, the rights of the Lessee from time to time to purchase the Cars or to renew the Lease and, accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. The terms and conditions of the Lease are incorporated herein by reference.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Memorandum to be duly executed in its corporate name by its officers, thereunto duly authorized, all as of the date first above written.

[Execution on next page.]

Execution - Memorandum of Lease of Equipment No. 46.

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,
as lessee

By: 
Name: John A.N. Lamont
Title: Sr. Manager Asset Finance

Each of the undersigned certifies that he holds the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that each undersigned acknowledges that the execution of the foregoing instrument was the free act and deed of the Lessor. Each undersigned further declares under penalty of perjury that the foregoing is true and correct.

CNLX Canada Inc.,
as lessor

By: _____
Name: Paul Miller
Title: Director

By: _____
Name: Normand Lafrance
Title: Director

Execution - Memorandum of Lease of Equipment No. 46.

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.

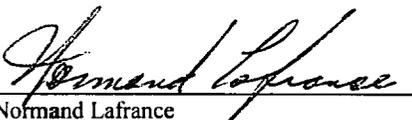
Canadian National Railway Company,
as lessee

By: _____
Name: John A.N. Lamont
Title: Sr. Manager Asset Finance

Each of the undersigned certifies that he holds the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that each undersigned acknowledges that the execution of the foregoing instrument was the free act and deed of the Lessor. Each undersigned further declares under penalty of perjury that the foregoing is true and correct.

CNLX Canada Inc.,
as lessor

By: 
Name: Paul Miller
Title: Director

By: 
Name: Normand Lafrance
Title: Director

SCHEDULE A

DESCRIPTION OF UNITS

Type of Units: 73' riserless centrebeam railcars.
Designed for a maximum gross weight
on rail of 286,000 pounds.

Builder: TrentonWorks Limited of Trenton, Nova
Scotia

Build Period: January 2003 through February 2003

Quantity of Units: 112

Unit Markings: CN 625700 to 625811 inclusive