

RECORDATION NO. 27252-F FILED

MAY 09 '08

4-37 PM



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
www.firstunionrail.com

VIA UPS 2nd DAY AIR

May 7, 2008

Ms. Anne K. Quinlan
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20024
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated February 1, 2005, 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 Surface Transportation Board under Recordation Number 27252.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Canadian National Railway
935 de la Gauchetiere St. West
Montreal, Quebec H3B 2M9
Canada

A description of the railroad equipment covered by the enclosed document is eighty one (81) centerbeam flatcars with CN marks (see Exhibit A for car numbers).

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

Also enclosed is a check in the amount of \$35.00 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) 384-5397. Thank you for your cooperation in this matter.

Very truly yours,

Marcia Dunne
Rail Sr. Documentation Specialist

Enclosures

(CN114)

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ASSGN. NO. CN114

MEMORANDUM OF LEASE – RIDER NO. 3

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum of Lease") is made and entered into as of February 1, 2005 by and between the Montreal branch of First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Canadian National Railway Company ("Lessee"), a Canadian corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Master Lease Agreement dated as of January 1, 2004 (the "Agreement") and Rider No. 3 thereto dated as of February 1, 2005 (the "Rider"), whereby Lessor has agreed to lease to Lessee certain railcars as more particularly described in on Exhibit A attached hereto and subject to the terms, conditions and provisions of the above-mentioned Agreement and Rider which are incorporated herein by reference.

IN WITNESS WHEREOF, the parties hereto 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 (and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation).

LESSOR:

FIRST UNION RAIL CORPORATION

Name: Susan A. BarrieTitle: Regional Vice President, SalesSignature: **LESSEE:**

CANADIAN NATIONAL RAILWAY COMPANY

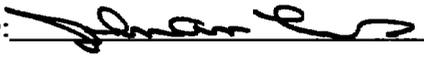
Name: John A.N. LamontTitle: Sr. Manager, Asset FinanceSignature: 

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Eighty-one (81).

DESCRIPTION OF CARS: 286,000 lb. GRL. centerbeam flatcars with risers

CAR NUMBERS:

CN 625600	CN 625627	CN 625654
CN 625601	CN 625628	CN 625655
CN 625602*	CN 625629	CN 625656
CN 625603	CN 625630	CN 625657
CN 625604	CN 625631	CN 625658
CN 625605	CN 625632	CN 625659
CN 625606	CN 625633	CN 625660
CN 625607	CN 625634	CN 625661
CN 625608	CN 625635	CN 625662
CN 625609	CN 625636	CN 625663
CN 625610	CN 625637	CN 625664
CN 625611	CN 625638	CN 625665
CN 625612	CN 625639	CN 625666
CN 625613	CN 625640	CN 625667
CN 625614	CN 625641	CN 625668
CN 625615	CN 625642	CN 625669
CN 625616	CN 625643	CN 625670
CN 625617	CN 625644	CN 625671
CN 625618	CN 625645	CN 625672
CN 625619	CN 625646	CN 625673
CN 625620	CN 625647	CN 625674
CN 625621	CN 625648	CN 625675
CN 625622	CN 625649	CN 625676
CN 625623	CN 625650	CN 625677
CN 625624	CN 625651	CN 625678
CN 625625	CN 625652	CN 625679
CN 625626	CN 625653	CN 625680

*Destroyed