

RECORDATION NO. 27252-M FILED

MAY 9 '08

4-56 PM

# FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Tel 847.318.7575  
Fax 847.318.7588  
www.firstunionrail.com

SURFACE TRANSPORTATION BOARD



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 May 1, 2006, 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 one hundred (100) coil gondola cars; with NOKL 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,

A handwritten signature in black ink, appearing to be "Marcia Dunne".

Marcia Dunne  
Rail Sr. Documentation Specialist

Enclosures

(CN128)

ASSGN. NO. CN128

MAY 09 '08

4-56 PM

**MEMORANDUM OF LEASE – RIDER NO. 11**

**SURFACE TRANSPORTATION BOARD**

**THIS MEMORANDUM OF LEASE** (the "Memorandum of Lease") is made and entered into as of May 1, 2006 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. 11 thereto dated as of May 1, 2006 (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. Barrie

Title: Regional Vice President, Sales

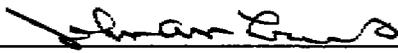
Signature: 

**LESSEE:**

CANADIAN NATIONAL RAILWAY COMPANY

Name: John A.N. Lamont

Title: Sr. Manager, Asset Finance

Signature: 

## EXHIBIT A to MEMORANDUM OF LEASE

NUMBER OF CARS: One hundred (100).

DESCRIPTION OF CARS: Coil gondola cars, 42' interior length, longitudinal design, with one piece insulated covers, 116-ton load limit, built by Alstom in 1999 (E241).

### CAR NUMBERS:

|             |             |             |
|-------------|-------------|-------------|
| NOKL 380601 | NOKL 380690 | NOKL 380806 |
| NOKL 380607 | NOKL 380693 | NOKL 380807 |
| NOKL 380618 | NOKL 380696 | NOKL 380808 |
| NOKL 380622 | NOKL 380698 | NOKL 380809 |
| NOKL 380623 | NOKL 380701 | NOKL 380811 |
| NOKL 380626 | NOKL 380703 | NOKL 380812 |
| NOKL 380627 | NOKL 380704 | NOKL 380813 |
| NOKL 380628 | NOKL 380710 | NOKL 380815 |
| NOKL 380632 | NOKL 380714 | NOKL 380816 |
| NOKL 380633 | NOKL 380719 | NOKL 380818 |
| NOKL 380634 | NOKL 380720 | NOKL 380819 |
| NOKL 380635 | NOKL 380721 | NOKL 380824 |
| NOKL 380636 | NOKL 380724 | NOKL 380826 |
| NOKL 380637 | NOKL 380726 | NOKL 380829 |
| NOKL 380639 | NOKL 380729 | NOKL 380830 |
| NOKL 380640 | NOKL 380731 | NOKL 380832 |
| NOKL 380642 | NOKL 380732 | NOKL 380834 |
| NOKL 380643 | NOKL 380734 | NOKL 380835 |
| NOKL 380645 | NOKL 380736 | NOKL 380838 |
| NOKL 380646 | NOKL 380739 | NOKL 380839 |
| NOKL 380647 | NOKL 380741 | NOKL 380840 |
| NOKL 380649 | NOKL 380790 | NOKL 380841 |
| NOKL 380650 | NOKL 380792 | NOKL 380842 |
| NOKL 380651 | NOKL 380795 | NOKL 380843 |
| NOKL 380654 | NOKL 380796 | NOKL 380845 |
| NOKL 380656 | NOKL 380797 | NOKL 380846 |
| NOKL 380658 | NOKL 380799 | NOKL 380847 |
| NOKL 380661 | NOKL 380800 | NOKL 380848 |
| NOKL 380663 | NOKL 380801 | NOKL 380849 |
| NOKL 380664 | NOKL 380802 | NOKL 380850 |
| NOKL 380673 | NOKL 380803 | NOKL 380856 |
| NOKL 380679 | NOKL 380804 | NOKL 380881 |
| NOKL 380681 | NOKL 380805 | NOKL 380886 |
| NOKL 380686 |             |             |