

RECORDATION NO. 27252-Q FILED

MAY 09 '08

5-07 PM

SURFACE TRANSPORTATION BOARD



FIRST UNION RAIL

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

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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 September 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
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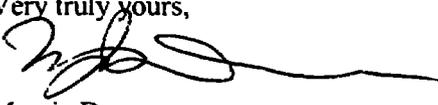
A description of the railroad equipment covered by the enclosed document is two hundred (200) 4750 cu. ft. covered hopper cars; with NOKL marks (see Exhibit A for car numbers).

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,


Marcia Dunne
Rail Sr. Documentation Specialist

Enclosures

(C'N133)

ASSGN. NO. CN133

MEMORANDUM OF LEASE – RIDER NO. 18

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum of Lease") is made and entered into as of September 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. 18 thereto dated as of September 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: *Susan A. Barrie*

LESSEE:

CANADIAN NATIONAL RAILWAY COMPANY

Name: John A.N. Lamont

Title: Sr. Manager, Asset Finance

Signature: *John A.N. Lamont*

EXHIBIT A to MEMORANDUM OF LEASE

NUMBER OF CARS: Two hundred (200).

DESCRIPTION OF CARS: 4750 cu. ft. covered hopper cars

CAR NUMBERS:

NOKL 818198	NOKL 822508*	NOKL 826110	NOKL 828714	NOKL 830534
NOKL 818201	NOKL 822510	NOKL 826128	NOKL 828756	NOKL 830535
NOKL 818800	NOKL 822520	NOKL 826131	NOKL 828789	NOKL 830559
NOKL 818804	NOKL 822800	NOKL 826153	NOKL 829245	NOKL 830560
NOKL 820957	NOKL 822808	NOKL 826162	NOKL 830117	NOKL 830567
NOKL 821105	NOKL 822960	NOKL 826173	NOKL 830120	NOKL 830574
NOKL 821742	NOKL 823141	NOKL 826180	NOKL 830121	NOKL 830613
NOKL 822033	NOKL 823145	NOKL 826225	NOKL 830275	NOKL 830620
NOKL 822145	NOKL 823334	NOKL 826227	NOKL 830302	NOKL 830633
NOKL 822147	NOKL 823337	NOKL 826238	NOKL 830311	NOKL 830636
NOKL 822151	NOKL 823339	NOKL 826247	NOKL 830322	NOKL 830641
NOKL 822209	NOKL 823352	NOKL 826300	NOKL 830344	NOKL 830662
NOKL 822216	NOKL 823398	NOKL 826776	NOKL 830370	NOKL 830689
NOKL 822218	NOKL 823418	NOKL 827002	NOKL 830371	NOKL 830694
NOKL 822219	NOKL 824476	NOKL 827161	NOKL 830385	NOKL 830703
NOKL 822224	NOKL 824493	NOKL 827711	NOKL 830426	NOKL 830712
NOKL 822228	NOKL 824523	NOKL 827717	NOKL 830427	NOKL 830715
NOKL 822231	NOKL 824537	NOKL 827718	NOKL 830432	NOKL 830716
NOKL 822263	NOKL 824538	NOKL 827719	NOKL 830438	NOKL 830717
NOKL 822264	NOKL 824563	NOKL 827721	NOKL 830448	NOKL 830719
NOKL 822265	NOKL 824569	NOKL 827722	NOKL 830450	NOKL 830723
NOKL 822269	NOKL 824580	NOKL 827723	NOKL 830452	NOKL 830724
NOKL 822270	NOKL 824598	NOKL 827724	NOKL 830453	NOKL 830725
NOKL 822271	NOKL 824626	NOKL 827725	NOKL 830455	NOKL 830734
NOKL 822275	NOKL 824840	NOKL 827726	NOKL 830461	NOKL 830743
NOKL 822283	NOKL 824852	NOKL 827729	NOKL 830462	NOKL 830745
NOKL 822285	NOKL 824885	NOKL 827730	NOKL 830463	NOKL 830812
NOKL 822293	NOKL 824901	NOKL 827745	NOKL 830465	NOKL 830862
NOKL 822299	NOKL 824915	NOKL 827750	NOKL 830490	NOKL 830922*
NOKL 822324	NOKL 824929	NOKL 827751	NOKL 830496	NOKL 830974
NOKL 822328	NOKL 824932	NOKL 827752	NOKL 830498	NOKL 831055
NOKL 822332	NOKL 825036	NOKL 828145	NOKL 830505	NOKL 831063
NOKL 822335	NOKL 825046	NOKL 828438	NOKL 830507	NOKL 831126
NOKL 822337	NOKL 825051	NOKL 828450	NOKL 830509	NOKL 831207
NOKL 822340	NOKL 825082	NOKL 828485	NOKL 830510	NOKL 831210
NOKL 822348	NOKL 826029	NOKL 828487	NOKL 830512	NOKL 831223*
NOKL 822354	NOKL 826059	NOKL 828551	NOKL 830513	NOKL 838007
NOKL 822484	NOKL 826065	NOKL 828559	NOKL 830521	NOKL 838013
NOKL 822491	NOKL 826088	NOKL 828588	NOKL 830525	NOKL 838025
NOKL 822495	NOKL 826099	NOKL 828706	NOKL 830532	NOKL 838026

*Car Destroyed