

RECORDATION NO. 27252-LL FILED

JAN 07 '11 -12 50 PM

SURFACE TRANSPORTATION BOARD

JAN 7 2011

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

VIA UPS 2nd DAY AIR

January 4, 2011

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Re: Documents for Rail Recordation

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are one (1) original and two (2) copies of a Memorandum of Lease Agreement dated November 30, 2010, 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 primary 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 N River Road, Suite 5000
Rosemont, IL 60018

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

A description of the railroad equipment covered by the enclosed document is for sixty eight (68) coil cars having 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 \$41.00 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.

Sincerely,



Marcia Dunne
Senior Documentation Specialist

Enclosures

(CN146)

ASSGN. NO. CN146

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MEMORANDUM OF LEASE – RIDER NO. 28 **SUNBELT TRANSPORTATION BOARD**

THIS MEMORANDUM OF LEASE (the “Memorandum of Lease”) is made and entered into as of ^{Nov. 30,} 2010 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.

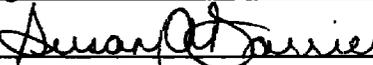
WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Master Lease Agreement dated as of January 1, 2004 (the “Agreement”) and Rider No. 28 thereto dated as of November 30, 2010 (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

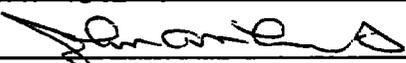
Name: John A.N. LamontTitle: Sr. Manager, Asset FinanceSignature: 

EXHIBIT A to MEMORANDUM OF LEASE

NUMBER OF CARS: Sixty-eight (68).

DESCRIPTION OF CARS: Covered coil cars.

CAR NUMBERS: NOKL 380513 NOKL 380758
NOKL 380516 NOKL 380759
NOKL 380530 NOKL 380760
NOKL 380531 NOKL 380761
NOKL 380537 NOKL 380762
NOKL 380549 NOKL 380763
NOKL 380555 NOKL 380764
NOKL 380853 NOKL 380765
NOKL 380854 NOKL 380766
NOKL 380862 NOKL 380767
NOKL 380883 NOKL 380768
NOKL 380891 NOKL 380769
NOKL 380518 NOKL 380770
NOKL 380519 NOKL 380771
NOKL 380541 NOKL 380772
NOKL 380551 NOKL 380773
NOKL 380552 NOKL 380774
NOKL 380711 NOKL 380775
NOKL 380742 NOKL 380776
NOKL 380743 NOKL 380778
NOKL 380744 NOKL 380779
NOKL 380745 NOKL 380780
NOKL 380746 NOKL 380781
NOKL 380747 NOKL 380782
NOKL 380748 NOKL 380783
NOKL 380749 NOKL 380784
NOKL 380750 NOKL 380785
NOKL 380751 NOKL 380786
NOKL 380752 NOKL 380787
NOKL 380753 NOKL 380788
NOKL 380754 NOKL 380789
NOKL 380755 NOKL 380791
NOKL 380756 NOKL 380852
NOKL 380757 NOKL 380866

