

RECORDATION NO. 27252-PP FILED

DEC 13 2011  
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STATIONER

**FIRST UNION RAIL**

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

Tel 847.318.7575  
Fax 847.318.7588  
www.firstunionrail.com

**VIA UPS 2<sup>nd</sup> DAY AIR**

December 6, 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 January 19, 2011, 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:

<p>Lessor: First Union Rail Corporation One O'Hare Centre 6250 N River Road, Suite 5000 Rosemont, IL 60018</p>	<p>Lessee: Canadian National Railway Company 935 de La Gauchetiere St. West Montreal, Quebec H3B 2M9 Canada</p>
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A description of the railroad equipment covered by the enclosed document is for thirty-four (34) gondola cars having FURX 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

(CN145A)

DEC 19 2011 12:59 PM

ASSIGN. NO. CN145A

**MEMORANDUM OF LEASE – RIDER NO. 29**

MEMORANDUM OF LEASE

**THIS MEMORANDUM OF LEASE** (the "Memorandum of Lease") is made and entered into as of January 19, 2011 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. 29 thereto dated as of January 19, 2011 (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 Lease 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:                      Thirty-four (34).

DESCRIPTION OF CARS:                Gondola cars.

CAR NUMBERS:

FURX 965350	FURX 965438
FURX 965363	FURX 965441
FURX 965364	FURX 965444
FURX 965367	FURX 965449
FURX 965371	FURX 965472
FURX 965373	FURX 965499
FURX 965374	FURX 965500
FURX 965378	FURX 965502
FURX 965379	FURX 965515
FURX 965387	FURX 965526
FURX 965401	FURX 965582
FURX 965402	FURX 965602
FURX 965418	FURX 965606
FURX 965421	FURX 965610
FURX 965422	FURX 965623
FURX 965424	FURX 965674
FURX 965430	FURX 965679