



**RAILCAR MANAGEMENT, Inc.**

Suite 303  
1819 Peachtree Road, N E  
Atlanta, Georgia 30309-1847  
(404) 355-6734

9-254A020

September 8, 1989

Interstate Commerce Commission  
12th and Constitution Avenue, N.W.  
Washington, DC 20423

165/0  
FILED 1425

SEP 11 1989 -12 05 AM

Attention: Ms. Mildred Lee  
Room 2303

INTERSTATE COMMERCE COMMISSION

Re: Lease Agreement by and between Railcar Management, Inc. as Agent for Owners and Canadian National Railway Company

Dear Ms. Lee:

Enclosed herewith are four originally executed and notarized copies of a summary Lease Agreement by and between Railcar Management, Inc., a Georgia corporation acting as agent for the owners of the subject railroad cars as Lessor, and Canadian National Railway Company, a Canada corporation as Lessee. The lease is for one hundred eighty (180) 70-ton 50-foot Plate "C" boxcars with 10-foot free rolling doors bearing the reporting marks and car numbers CNA 549284-549463, inclusive.

The address of the parties are as follows:

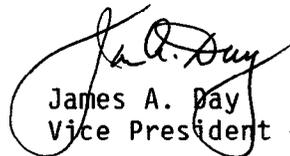
Railcar Management, Inc.  
1819 Peachtree Road, N.E., Suite 303  
Atlanta, Georgia 30309-1847

Canadian National Railway Company  
935 de La Gauchetiere Street, West  
Montreal, Quebec, Canada H3B 2M9

I would greatly appreciate your recording the enclosed summary Lease Agreement and returning three copies to me. A check for the filing fee in the amount of \$13.00 is enclosed.

Thank you for your assistance.

Very truly yours,

  
James A. Day  
Vice President - Finance

SEP 11 11 57 AM '89  
STOR OPERATING UNIT

JAD/lwc

enclosures  
0170X

Interstate Commerce Commission  
Washington, D.C. 20423

9/12/89

OFFICE OF THE SECRETARY

James A. Day  
Vice President-Finance  
Railcar Management, Inc.  
1819 Peachtree Road N.E.  
Atlanta, Georgia 30309-1847  
Suite 303

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/11/89 at 12:05pm and assigned recordation number(s). 16510 & 16511

Sincerely yours,



Noreta R. McGee  
Secretary

Enclosure(s)

LEASE AGREEMENT

SEP 11 1989 -12 05 AM

INTERSTATE COMMERCE COMMISSION

1. This Lease Agreement is made and entered into as of December 1, 1988, by and between RAILCAR MANAGEMENT, INC., a Georgia corporation acting as agent for owners, and CANADIAN NATIONAL RAILWAY COMPANY, a Canada corporation.

2. Railcar Management, Inc. agrees to lease to Canadian National Railway Company and Canadian National Railway Company agrees to and does hereby lease from Railcar Management, Inc. the following:

One hundred eighty (180) 70-ton 50-foot Plate "C" boxcars with 10-foot free rolling doors, having AAR Mechanical Designation XM, and bearing the reporting marks and car numbers CNA 549284-549463, inclusive.

3. The addresses of the parties are as follows:

Railcar Management, Inc. (Lessor/Agent for Owners)  
1819 Peachtree Road, N.E., Suite 303  
Atlanta, Georgia 30309-1847

Canadian National Railway Company (Lessee)  
935 de Lagachetiere Street, W.  
Montreal, Quebec, Canada H3B 2M9

4. The term of this Lease Agreement is ten (10) years terminating approximately on April 30, 1999 subject to one five (5) year renewal option.

5. The terms and provisions of this Lease Agreement, including purchase options in favor of Lessee, are more particularly set forth in a Lease Agreement of even date by and between Canadian National Railway Company and Railcar Management, Inc.

IN WITNESS WHEREOF, the parties hereto have caused this Lease Agreement to be executed as of the day and year first above written.

RAILCAR MANAGEMENT, INC.  
(LESSOR/AGENT FOR OWNERS)

By: Wilds L. Pierce  
Wilds L. Pierce, President

[CORPORATE SEAL]

Approved  
as to form only  
Attorney

CANADIAN NATIONAL RAILWAY COMPANY  
(LESSEE)

By: P.J. Foliot  
Title: P.J. FOLIOT  
VICE-PRESIDENT

[CORPORATE SEAL]

Marc Andre Flevesse

ASSISTANT ATTORNEY GENERAL

STATE OF GEORGIA

:

SS.

COUNTY OF FULTON

:

On this 14<sup>th</sup> day of June, 1989, before me personally appeared Wilds L. Pierce, to me personally known who, being by me duly sworn, says that he is the President of Railcar Management, Inc., that one of the seals affixed to the foregoing instrument is the seal of said organization, that said instrument was signed and sealed on behalf of said organization by authority of its governing body, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said organization.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

*Nadean C. Stumbles*  
NOTARY PUBLIC

MY COMMISSION EXPIRES:

Notary Public, DeKalb County, Georgia  
My Commission Expires Sept 23, 1990

PROVINCE OF QUEBEC

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)  
)

ss.:

DISTRICT OF MONTREAL

On this 25<sup>th</sup> day of August, 1989, before me personally appeared Marie-Ludrée Michon to me personally known who, being by me duly sworn, says that she is the ~~Vice-President~~ <sup>ASSISTANT SECRETARY OF</sup> Canadian National Railway Company, that one of the seals affixed to the foregoing instrument is the seal of said Company, and that said instrument was signed and sealed on behalf of said Company by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Company.

*Brenda Stacey*  
COMMISSIONER FOR OATHS  
PROVINCE OF QUEBEC

(Notarial Seal)

BRENDA STACEY  
Commissioner for Oaths  
Commissaire à l'Assermentation  
District-Montreal  
Expires May 3, 1992