



Law
Canadian National
Box 8100, Montreal, Quebec
H3C 3N4

Contentieux
Canadien National
C.P. 8100, Montréal, Québec
H3C 3N4

RECORDATION NO. *8342-2* Filed & Recorded

SEP 7 1976 1 05 PM

August 27, 1976

INTERSTATE COMMERCE COMMISSION

Reference

Mr. Robert L. Oswald
Secretary
Interstate Commerce Commission
Constitution Ave. & 12th St. N.W.
WASHINGTON, D.C. 20423

6-251A058
N/réf.
SEP 7 1976
Date
Fee \$ *10.00*
ICC Washington, D. C.

Dear Mr. Oswald:

Pursuant to Section 20C of the Interstate Commerce Act and the Commission's Rules and Regulations, there are enclosed for filing and recording seven counterpart sets of an Amendment Agreement dated as of July 1, 1976, among Canadian National Railway Company, Railroad, National Steel Car, Limited, Vendor, Builder, Mercantile-Safe Deposit and Trust Company as Trustee, Assignee, amending the Conditional Sale Agreement dated as of May 10, 1976, between National Steel Car Corporation, Limited, Vendor, Builder, and Canadian National Railway Company, Railroad, and the Agreement and Assignment dated as of May 10, 1976, between National Steel Car Corporation, Limited, Vendor, Builder, and Mercantile-Safe Deposit and Trust Company, Assignee, filed and recorded with you on May 25, 1976, at 10. a.m., and assigned recordation numbers 8342 and 8342-A, respectively.

Listed below are the names and addresses of the parties to the enclosed documents:

Trustee,	Mercantile-Safe Deposit and Trust Company, as Trustee
Assignee	Two Hopkins Plaza P.O. Box 2258 Baltimore, Maryland 21203 Attention: Mr. Russell E. Schreiber Corporate Trust Department

RECEIVED
SEP 7 1 29 PM '76
I.C.C.
FEE OPERATION BR.

Charles Peterson
Russell E. Schreiber

Railroad	Canadian National Railway Company 935 Lagachetiere Street West Montreal, Quebec, Canada Attention: Treasurer
Vendor Builder	National Steel Car Corporation, Limited P.O. Box 450 Hamilton, Ontario Canada Attention: Mr. Richard Cooke Vice-President, Finance

The equipment covered by the enclosed documents consists of:

- a) 107 70-ton tri-level auto rack cars, AAR class FA, to bear the Railroad's road numbers CN700911, CN700965, CN700967 and CN700971 through CN701074 inclusive, and
- b) 269 70-ton longitudinal hopper cars, AAR class MWB, to bear the Railroad's road numbers CN302325 and CN302332 through CN302599 inclusive.

You are hereby requested to file two of the enclosed counterpart sets and to stamp and return the remaining five to the person presenting this letter.

Enclosed is a cheque in the amount of \$50.00 representing the Commission's requisite recording fee.

Yours truly,


M. Rabin
Solicitor

Interstate Commerce Commission
Washington, D.C. 20423

9/7/76

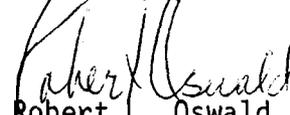
OFFICE OF THE SECRETARY

- **M.Rabin, Solicitor**
Canadian National
Box 8100
Montreal, Quebec H3C 3N4

Dear Sir:

The enclosed document was recorded pursuant to the provisions of Section 20c of the Interstate Commerce Act, 49 U.S.C. 20c, on **9/7/76** at **1:35pm**, and assigned recordation number **8342-D**

Sincerely yours,


Robert L. Oswald
Secretary

Enclosure

SE-39
(2/75)

RECORDATION NO. 8342-2 Filed & Recorded

SEP 4 1976 1 25 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT, dated as of July 1, 1976, among Canadian National Railway Company (hereinafter called the Railroad), National Steel Car Corporation, Limited (hereinafter called the Builder), and Mercantile Safe Deposit and Trust Company, as Trustee (hereinafter called the Assignee).

WHEREAS the Railroad and the Builder have entered into a Conditional Sale Agreement dated as of May 10, 1976 (hereinafter called the Conditional Sale Agreement);

WHEREAS the Builder and the Assignee have entered into an Agreement and Assignment dated as of May 10, 1976 (hereinafter called the Assignment);

WHEREAS the Conditional Sale Agreement and the Assignment were filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on May 25, 1976, at 10:00 a.m., and were assigned recordation numbers 8342 and 8342-A, respectively; and

WHEREAS the Conditional Sale Agreement and Assignment were deposited in the office of the Registrar General of Canada on June 14, 1976;

WHEREAS the parties hereto now desire to amend the Conditional Sale Agreement;

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto hereby agree as follows:

1. Schedule A to the Conditional Sale Agreement is hereby amended by deleting therefrom the nine 70-ton longitudinal hopper cars numbered CN 302591 through 302599.

2. The Assignment is hereby amended to permit the aforesaid amendment to the Conditional Sale Agreement as though originally set forth therein.

3. The Railroad will promptly cause this Amendment Agreement to be filed and recorded in accordance with the provisions of Article 19 of the Conditional Sale Agreement.

4. Except as amended hereby, the Conditional Sale Agreement and the Assignment shall remain unaltered and in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized, and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

CANADIAN NATIONAL RAILWAY COMPANY,

[Corporate Seal]

by W. H. Bailey
Vice-President

Attest: [Signature]
~~Deputy Secretary~~
General Counsel



NATIONAL STEEL CAR CORPORATION,
LIMITED,

[Corporate Seal]

by

President

Assistant Secretary

MERCANTILE SAFE DEPOSIT AND TRUST
COMPANY, as Trustee,

[Corporate Seal]

by

Assistant Vice President

Attest:

Corporate Trust Officer

AMENDMENT AGREEMENT, dated as of July 1, 1976, among Canadian National Railway Company (hereinafter called the Railroad), National Steel Car Corporation, Limited (hereinafter called the Builder), and Mercantile Safe Deposit and Trust Company, as Trustee (hereinafter called the Assignee).

WHEREAS the Railroad and the Builder have entered into a Conditional Sale Agreement dated as of May 10, 1976 (hereinafter called the Conditional Sale Agreement);

WHEREAS the Builder and the Assignee have entered into an Agreement and Assignment dated as of May 10, 1976 (hereinafter called the Assignment);

WHEREAS the Conditional Sale Agreement and the Assignment were filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on May 25, 1976, at 10:00 a.m., and were assigned recordation numbers 8342 and 8342-A, respectively; and

WHEREAS the Conditional Sale Agreement and Assignment were deposited in the office of the Registrar General of Canada on June 14, 1976;

WHEREAS the parties hereto now desire to amend the Conditional Sale Agreement;

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto hereby agree as follows:

1. Schedule A to the Conditional Sale Agreement is hereby amended by deleting therefrom the nine 70-ton longitudinal hopper cars numbered CN 302591 through 302599.

2. The Assignment is hereby amended to permit the aforesaid amendment to the Conditional Sale Agreement as though originally set forth therein.

3. The Railroad will promptly cause this Amendment Agreement to be filed and recorded in accordance with the provisions of Article 19 of the Conditional Sale Agreement.

4. Except as amended hereby, the Conditional Sale Agreement and the Assignment shall remain unaltered and in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized, and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

CANADIAN NATIONAL RAILWAY COMPANY,

[Corporate Seal]

by

Attest:

Vice-President

Deputy Secretary

NATIONAL STEEL CAR CORPORATION,
LIMITED,

[Corporate Seal]

by

J. F. Parilly, Jr.

President

W. H. ...

Assistant Secretary

MERCANTILE SAFE DEPOSIT AND TRUST
COMPANY, as Trustee,

[Corporate Seal]

by

Assistant Vice President

Attest:

Corporate Trust Officer

AMENDMENT AGREEMENT, dated as of July 1, 1976, among Canadian National Railway Company (hereinafter called the Railroad), National Steel Car Corporation, Limited (hereinafter called the Builder), and Mercantile Safe Deposit and Trust Company, as Trustee (hereinafter called the Assignee).

WHEREAS the Railroad and the Builder have entered into a Conditional Sale Agreement dated as of May 10, 1976 (hereinafter called the Conditional Sale Agreement);

WHEREAS the Builder and the Assignee have entered into an Agreement and Assignment dated as of May 10, 1976 (hereinafter called the Assignment);

WHEREAS the Conditional Sale Agreement and the Assignment were filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on May 25, 1976, at 10:00 a.m., and were assigned recordation numbers 8342 and 8342-A, respectively; and

WHEREAS the Conditional Sale Agreement and Assignment were deposited in the office of the Registrar General of Canada on June 14, 1976;

WHEREAS the parties hereto now desire to amend the Conditional Sale Agreement;

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto hereby agree as follows:

1. Schedule A to the Conditional Sale Agreement is hereby amended by deleting therefrom the nine 70-ton longitudinal hopper cars numbered CN 302591 through 302599.

2. The Assignment is hereby amended to permit the aforesaid amendment to the Conditional Sale Agreement as though originally set forth therein.

3. The Railroad will promptly cause this Amendment Agreement to be filed and recorded in accordance with the provisions of Article 19 of the Conditional Sale Agreement.

4. Except as amended hereby, the Conditional Sale Agreement and the Assignment shall remain unaltered and in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized, and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

CANADIAN NATIONAL RAILWAY COMPANY,

[Corporate Seal]

by

Attest:

Vice-President

Deputy Secretary

NATIONAL STEEL CAR CORPORATION,
LIMITED,

[Corporate Seal]

by

President

Assistant Secretary

MERCANTILE SAFE DEPOSIT AND TRUST
COMPANY, as Trustee,

[Corporate Seal]

by



Assistant Vice President

Attest:



Corporate Trust Officer

STATE OF MARYLAND,)
) ss.:
CITY OF BALTIMORE,)

On this *30th* day of *July* 1976, before me personally appeared **G. J. Johnston**, to me personally known, who being by me duly sworn, says that he is an Assistant Vice-President of MERCANTILE SAFE DEPOSIT AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said company, 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.



Notary Public

DOROTHY E. SCHARR
NOTARY PUBLIC
My Commission Expires July 1, 1978

[Notarial Seal]
My Commission expires 7-1-78.