

LAW OFFICES

MILES & STOCKBRIDGE

A PROFESSIONAL CORPORATION

10 LIGHT STREET

BALTIMORE, MARYLAND 21202-1487

TELEPHONE 410-727-6464

FAX 410-385-3700

300 ACADEMY STREET
CAMBRIDGE, MD 21613-1865

101 BAY STREET
EASTON, MD 21801-2718

11950 RANDOM HILLS ROAD
FAIRFAX, VA 22030-7429

30 WEST PATRICK STREET
FREDERICK, MD 21701-6903

22 WEST JEFFERSON STREET
ROCKVILLE, MD 20850-4286

600 WASHINGTON AVENUE
TOWSON, MD 21204-3965

1450 G STREET, N.W.
WASHINGTON, D.C. 20005-2001

JOHN A. STALFORT
410-385-3424

August 20, 1996

FEDERAL EXPRESS

Surface Transportation Board
12th and Constitution Avenue, N.W.
Washington, D.C. 20423
Attention: Mrs. Janice Fort
Recordation

8222-A
RECORDED
AUG 21 1996
U.S. DEPARTMENT OF JUSTICE

Re: Our File No.: 258-1658

Dear Mrs. Fort:

Enclosed for recordation as a secondary document pursuant to the provisions of 49 U.S.C. §11301(a) are one original and one notarized copy of the following document:

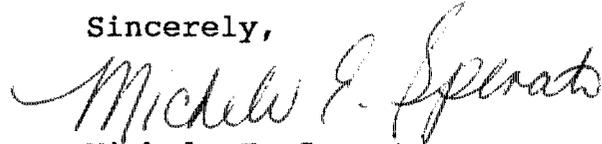
Complete Termination and Release of Security Interests and Lien dated July 31, 1996 by Mercantile-Safe Deposit and Trust Company (2 Hopkins Plaza, Baltimore, Maryland 21201) which relates to the Conditional Sale Agreement dated as of February 5, 1976 between the Mercantile-Safe Deposit and Trust Company (2 Hopkins Plaza, Baltimore, Maryland 21201) and Canadian National Railway Company (935 De La Gauchetiere Street, Montreal, Quebec H3B 2M9) which was recorded with the Interstate Commerce Commission on February 25, 1976 under Recordation No. 8222.

Also enclosed is a check in the amount of \$21.00 to cover the costs of recording this document.

Once this document has been recorded, please return the same to: John A. Stalfort, Esquire, Miles & Stockbridge, 10 Light Street, Baltimore, Maryland 21202.

Thank you for your prompt attention to this matter. Please call me at (410) 385-3425 if you have any questions.

Sincerely,

A handwritten signature in cursive script that reads "Michele E. Sperato". The signature is written in dark ink and is positioned above the typed name.

Michele E. Sperato
Secretary to John A. Stalfort

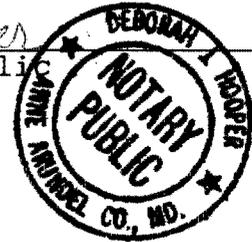
Enclosures

STATE OF MARYLAND, CITY OF BALTIMORE, TO WIT:

I HEREBY CERTIFY that the attached Complete Termination and Release of Security Interests and Lien is a true and complete copy of said Complete Termination and Release of Security Interests and Lien.

WITNESS my hand and seal this 20th day of August, 1996.

Deborah J. Hooper
Notary Public



My Commission Expires: 7/27/98

8222-A

AUG 21 1996

COMPLETE TERMINATION AND RELEASE OF SECURITY INTERESTS AND LIEN

The undersigned, Mercantile-Safe Deposit and Trust Company, a Maryland corporation, ("Secured Party"), for good and valuable consideration, the receipt and sufficiency of which is acknowledged, terminates, releases and discharges its right, security interest, lien and other interests granted under or with respect to that certain Conditional Sale Agreement dated as of February 5, 1976 between the Secured Party (as seller) and the Canadian National Railway Company, a corporation duly incorporate under the laws of Canada (as buyer) , which was filed with the Interstate Commerce Commission on February 25, 1976 under Recordation No. 8222 (the "Conditional Sale Agreement"), and in and to all properties, assets and rights of every kind and nature, wherever located, now owned or hereafter acquired or arising, and all proceeds and products thereof, as may have been granted pursuant to the Conditional Sales Agreement. Secured Party acknowledges that all obligations of Canadian National Railway Company under the Conditional Sale Agreement have been satisfied and discharged and that the Conditional Sale Agreement has been terminated.

Executed as of this 31st day of July, 1996.

MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY

By: Constance S. Philpot
Name: CONSTANCE S. PHILPOT
Title: ASSIST. VICE PRESIDENT

STATE OF MARYLAND, City OF Baltimore, TO WIT:

I HEREBY CERTIFY, that on this 31st day of July, 1996, before me, the undersigned, a Notary Public of the State of Maryland, personally appeared Constance S. Philpot, the Asst. V. Pres. of Mercantile Safe Deposit & Tr, a Maryland Corporation, known (or satisfactorily proven) to be the person whose name is subscribed to the within instrument, and acknowledged that he/she executed the same for the purposes therein contained as the duly authorized officer of said Bank by signing the name of the Bank by himself/herself as Asst. V. Pres.

AS WITNESS my hand and notarial seal.

Marian D. Allen
Notary Public

My Commission Expires: 11/10/98