

HOPKINS & SUTTER

(A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS)

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April 20, 1999

RECORDATION NO. **8342-F** FILED

APR 22 '99

3-35 PM

Secretary
Surface Transportation Board
Room 704
1925 K Street, NW
Washington, DC 20423-0001

Dear Secretary:

Enclosed for recordation pursuant to statute and 49 CFR 1177 are two counterparts of a Release of two Conditional Sale Agreements ("CSA #1" and "CSA #2"), both dated as of March 17, 1999, and executed by The Mercantile-Safe Deposit and Trust Company. CSA #1, CSA #2 and an assignment of CSA #2 are dated as of May 10, 1976. The units covered by CSA #1 are various units of rolling stock as more specifically identified on Schedule A (4 pages), and the units covered by CSA #2 are various units of rolling stock as more specifically identified on Schedule B (1 page), both schedules attached to this letter.

CSA #1, CSA #2 and the assignment of CSA #2 were recorded with the ICC on May 25, 1976 and assigned recordation numbers 8342-A, 8342 and 8342-C, respectively. A later amendment to CSA #2 was recorded on September 7, 1976 and assigned recordation number 8342-D.

The parties to CSA #1 are:

Vendor: Mercantile-Safe Deposit and Trust Company

Vendee: Canadian National Railway Company

The parties to CSA #2 are:

Vendor: National Steel Car Corporation

Vendee: Canadian National Railway Company

Assignee:: Mercantile-Safe Deposit and Trust Company

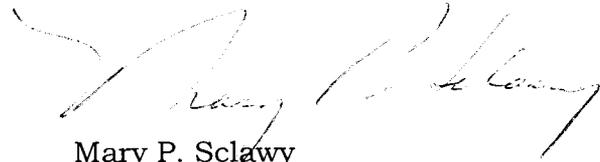
Barbara C. Mc Lewis

Enclosed is our check in the amount of \$26.

Please accept one counterpart of this document for filing, stamp the remaining counterpart with your recordation number and return it and the fee receipt to the undersigned at the following address:

Mary P. Sclawy
Hopkins & Sutter
2800 Livernois
Suite 220
Troy, MI 48083-1240

Sincerely,

A handwritten signature in cursive script, appearing to read "Mary P. Sclawy", written in black ink.

Mary P. Sclawy

Enclosure

cc: John A.N. Lamont: Re CN File Reference 2038-03

SCHEDULE A

SPECIFICATIONS OF THE EQUIPMENT

<u>Builder</u>	<u>Type</u>	<u>Builder's Specification (Contract Number)</u>	<u>Quantity</u>	<u>Railroad's Road Numbers</u>
National Steel Car Corp., Ltd.	100-ton 3,800 cu. ft. Steel Covered Hopper Cars. AAR Class LO	CN Specification F-70-18 dated May 1973; General Arrangement Drawing No. 9H-39127-A; CN Specification SS-1974.	79	CN369921 through CN369999, inclusive.
National Steel Car Corp., Ltd.	70-ton Bi-Level Auto Rack Cars. AAR Class FA	CN Specification F-150-1 dated May 1971; Addendum No. 2 dated July 1974; General Arrangement Drawing No. 8H-37477-B; CN Specification SS-1974.	37	CN710400 through CN710429, inclusive; CN710431 through CN710437, inclusive.
Procor Limited	100-ton 3,300 cu. ft. 5 Hopper Pressure Flow Tank Cars. AAR Class 207-40-W	30 p.s.i. Procor General Arrangement Drawing No. 74647 and Specification dated 5 November 1973; CN Specification SS-1974.	50	CN374050 through CN374099, inclusive.

SCHEDULE A—SPECIFICATIONS OF THE EQUIPMENT—(Cont'd)

<u>Builder</u>	<u>Type</u>	<u>Builder's Specification (Contract Number)</u>	<u>Quantity</u>	<u>Railroad's Road Numbers</u>
Hawker Siddeley Canada, Ltd.	100-ton 89'4" Flat Cars with Retractable Container Pedestals. AAR Class FM	CN Specification F-40-15 dated May 1974; General Arrangement Drawing No. 9H-39372-A; CN Specification SS-1974.	43	CN639883, CN639928 through CN639969, inclusive.
Hawker Siddeley Canada, Ltd.	100-ton 89'4" Flat Cars. AAR Class FM	CN Specification F-40-15 dated May 1974; General Arrangement Drawing No. 9H-39372-A; CN Specification SS-1974.	170	CN668067 through CN668087, inclusive; CN668089 through CN668099, inclusive; CN668100 through CN668138, inclusive; CN668140 through CN668158, inclusive; CN668160 through CN668163, inclusive; CN668165, CN668167 through CN668169, inclusive; CN668200 through CN668215, inclusive; CN668218, CN668223 through CN668234, inclusive; CN668236 through CN668239, inclusive; CN668241 through CN668245, inclusive; CN668247 through CN668256, inclusive; CN668258, CN668259, CN668261, CN668262, CN668264 through CN668276, inclusive; CN668278 through CN668284, inclusive.

SCHEDULE A—SPECIFICATIONS OF THE EQUIPMENT—(Cont'd)

<u>Builder</u>	<u>Type</u>	<u>Builder's Specification (Contract Number)</u>	<u>Quantity</u>	<u>Railroad's Road Numbers</u>
Hawker Siddeley Canada, Ltd.	100-ton Gondola Cars with Fixed Sides and Fixed Ends. AAR Class GB	CN Specification F-60-10 dated October 1972; General Arrangement Drawing No. 9H-37831-A; CN Specification SS-1974.	53	CN188101, CN188103, CN188105 through CN188124, inclusive; CN137661, CN137673 through CN137675, inclusive; CN137678 through CN137680, inclusive; CN137682, CN137686 through CN137689, inclusive; CN137694 through CN137698, inclusive; CN137821, CN137827, CN137831 through CN137833, inclusive; CN137835, CN137836, CN137839, CN137840, CN137842, CN137845 through CN137848, inclusive.
Hawker Siddeley Canada, Ltd.	100-ton 52'6" Gondola Cars. AAR Class GB	CN Specification F-60-10 dated October 1972; Addendum No. 1 dated April 1974; General Arrangement Drawing No. 9H-37831-B; CN Specification SS-1974.	1	CN137949

SCHEDULE A—SPECIFICATIONS OF THE EQUIPMENT—(Cont'd)

<u>Builder</u>	<u>Type</u>	<u>Builder's Specification (Contract Number)</u>	<u>Quantity</u>	<u>Railroad's Road Numbers</u>
Marine Industries Ltd.	70-ton 89'4" Double Hitch Piggyback Flat Cars. AAR Class FC	CN Specification F-50-13; Addendum No. 1 dated November 1973; General Arrangement Drawing No. 8H-39200-A; CN Specification SS-1974.	7	CN682292 through CN682298, inclusive.
Marine Industries Ltd.	100-ton 84'0" Container Flat Cars. AAR Class FC	CN Specification F-50-14; Addendum No. 1 dated October 1, 1973; General Arrangement Drawing No. 9H-39004-A; CN Specification SS-1974.	21	CN639445 through CN639465, inclusive.
Marine Industries Ltd.	70-ton 89'4" Piggyback Flat Cars. AAR Class FC	CN Specification F-50-13 dated October 1972; Addendum No. 2 dated April 1974; General Arrangement drawing number 8H-39200-A; CN specification SS-1974.	30	CN682539 through CN682568, inclusive.
National Steel Car Corp., Ltd.	70-ton Tri-Level Auto Rack Cars. AAR Class FA	CN Specification F-140-1 dated April 1971; Addendum No. 1 dated February 1972; General Arrangement Drawing No. 4H-37666-A; CN Specification SS-1974.	193	CN700775 through CN700910, inclusive, and CN700912 through CN700964, inclusive; CN700966, CN700968 through CN700970, inclusive.
National Steel Car Corp., Ltd.	70-ton Longitudinal Hopper Cars. AAR Class MWB	CN Specification F-80-3 dated October 1974; General Arrangement Drawing No. 9H-39472-A; CN Specification SS-1974.	331	CN302000 through CN302324, inclusive; CN302326 through CN302331, inclusive.

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SCHEDULE A—SPECIFICATIONS OF THE EQUIPMENT

<u>Type</u>	<u>Builder's Specification (Contract Number)</u>	<u>Quantity</u>	<u>Railroad's Road Numbers</u>
70-ton Tri-Level Auto Rack Cars. AAR Class FA	CN Specification F-140-1 dated April 1971; Addendum No. 1 dated February 1972; General Arrangement Drawing No. 4H-37666-A; CN Specification SS-1974.	107	CN700911, CN700965, CN700967, CN700971 through CN701074 inclusive
70-ton Longitudinal Hopper Cars. AAR Class MWB	CN Specification F-80-3 dated October 1974; General Arrangement Drawing No. 9H-39472-A; CN Specification SS-1974.	269 260	CN 302325, CN302332 through CN302590 inclusive CN302590

* Computed at a rate of exchange of 1.0182 U.S. = one Canadian Dollar.

RELEASE dated as of March 17, 1999. APR 22 '99 3-35 PM

WHEREAS, Mercantile-Safe Deposit and Trust Company as vendor (the "Trustee") and Canadian National Railway Company as vendee (the "Railroad") entered into a Conditional Sale Agreement dated as of May 10, 1976 (the "CSA # 1"), covering the units of railroad rolling stock more particularly described in Schedule A hereto (the "Equipment # 1");

WHEREAS, National Steel Car Corporation, as vendor (the "Vendor") and the Railroad as vendee entered into a Conditional Sale Agreement dated as of May 10, 1976 (the "CSA # 2"), as amended by Amendment Agreement dated as of July 1, 1976 ("Amendment"), covering the units of railroad rolling stock more particularly described in Schedule B hereto (the "Equipment # 2");

WHEREAS, the Vendor as assignor and the Trustee as assignee entered into an Agreement and Assignment dated as of May 10, 1976 whereby, among other things, the Vendor assigned, transferred and set over unto the Trustee all its right, title and interest in CSA # 2 and the Equipment # 2 thereunder;

AND WHEREAS, the Railroad has fully discharged and satisfied all of its obligations under CSA # 1 and CSA # 2 (including the full repayment of all amounts of principal and interest under the 8.5% Conditional Sales Indebtedness [as defined in the CSA] due July 1, 1982 and the 9% Conditional Sales Indebtedness due July 1, 1991).

NOW THEREFORE, for the sum of One Dollar (\$1.00) and other good and valuable consideration, the Trustee does hereby release, in favor of the Railroad, all its right, title and interest in Equipment # 1 and Equipment # 2.

IN WITNESS WHEREOF, the Trustee has caused this Release to be executed for the public record, by its officer thereunto duly authorized, as of the day and year first above written.

MERCANTILE-SAFE DEPOSIT
AND TRUST COMPANY, as trustee

By:
Its:

Constance S. Philpot
vice president

Note: On May 25, 1976 at 10:00 A.M., CSA # 2, the Assignment and CSA # 1 were filed with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) pursuant to Section 20c of the Interstate Commerce Act (now 49 U.S.C. S11301) and assigned recordation numbers 8342, 8342-A and 8342-C, respectively. The Amendment was similarly filed on September 7, 1976 at 1:35 P.M. and assigned recordation number 8342-D.

CN File Reference: 2038-03

STATE OF MARYLAND
CITY OF BALTIMORE

)
) ss:
)

*In the matter of a Release
dated as of March 17, 1999*

On this 1st day of April, 1999, before me personally appeared Constance S. Philpot, to me personally known, who, being by me duly sworn, says that he / she is vice president of Mercantile-Safe Deposit and Trust Company, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he / she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Marian D. Allen
Notary Public

My commission expires: 11/1/2002

[Notarial Seal]

SCHEDULE A

SPECIFICATIONS OF THE EQUIPMENT

<u>Builder</u>	<u>Type</u>	<u>Builder's Specification (Contract Number)</u>	<u>Quantity</u>	<u>Railroad's Road Numbers</u>
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Hawker Siddeley Canada, Ltd.	100-ton 89'4" Flat Cars. AAR Class FM	CN Specification F-40-15 dated May 1974; General Arrangement Drawing No. 9H-39372-A; CN Specification SS-1974.	170	CN668067 through CN668067, inclusive; CN668069 through CN668099, inclusive; CN668100 through CN668133, inclusive; CN668140 through CN668153, inclusive; CN668160 through CN668163, inclusive; CN668165, CN668167 through CN668169, inclusive; CN668200 through CN668215, inclusive; CN668218, CN668223 through CN668224, inclusive; CN668226 through CN668239, inclusive; CN668241 through CN668245, inclusive; CN668247 through CN668253, inclusive; CN668258, CN668259, CN668261, CN668262, CN668264 through CN668276, inclusive; CN668278 through CN668284, inclusive.

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Marine Industries Ltd.	70-ton 89'4" Piggyback Flat Cars. AAR Class FC	CN Specification F-50-13 dated October 1972; Addendum No. 2 dated April 1974; General Arrangement drawing number 8H-39200-A; CN specification SS-1974.	30	CN682539 through CN682568, inclusive.
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National Steel Car Corp., Ltd.	70-ton Longitudinal Hopper Cars. AAR Class MWB	CN Specification F-80-3 dated October 1974; General Arrangement Drawing No. 9H-39472-A; CN Specification SS-1974.	331	CN302000 through CN302324, inclusive; CN302326 through CN302331, inclusive.

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SCHEDULE A—SPECIFICATIONS OF THE EQUIPMENT

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70-ton Longitudinal Hopper Cars. AAR Class MWB	CN Specification F-80-3 dated October 1974; General Arrangement Drawing No. 9H-39472-A; CN Specification SS-1974.	265 260	CN 302325, CN302332 through CN302590 inclusive CN302590

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