

Secretary
December 2, 1999
Page 2

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

Please accept one counterpart of this document for filing as a secondary document, 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 48083-1220

Sincerely,

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

Mary P. Sclawy

Enclosure

cc: John A.N. Lamont: Re CN File Reference 2042-16

HOPKINS & SUTTER

(A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS)

2800 LIVERNOIS SUITE 220 TROY, MI 48083-1220 (248) 740-6600

FAX (248) 740-6613

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WASHINGTON, D.C. OFFICE 888 SIXTEENTH STREET, N.W. 20006-4103



MARY P. SCLAWY
(248) 740-6602
Direct Fax: (248) 740-6613
E-Mail: MSclawy@hopsut.com

December 2, 1999

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 counterparts of a Release and Reconveyance, dated as of November 9, 1999, of rail equipment that was subject to a Lease of Equipment, dated as of December 1, 1971. The Lease was assigned as security for payment of an Equipment Trust obligation pursuant to an Assignment of Lease and Agreement, dated as of December 1, 1971. The Equipment covered by the Lease is 200 52-foot gondolas, marked CN 136400 to CN 136599, both inclusive.

The Lease and Assignment were recorded with the ICC on December 30, 1971 under primary recordation number 6446.

The parties to the Lease and Assignment are:

Owner-Trustee/ Lessor	CIBC Mellon Trust Company, <i>successor in interest to</i> The Bankers Trust Company 320 Bay Street P.O. Box 1 Toronto, Ontario Canada M5H 4A6
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Trustee/
Security holder: The Canada Trust Company, *successor in interest to*
 Canada Permanent Trust Company
 120 Adelaide St. West
 Toronto, Ontario
 Canada M5J 2N1

Lessee: Canadian National Railway Company
 935 de LaGauchetiere Street West
 Montreal, Quebec
 Canada H3B 2M9

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Sincerely,

Mary P. Sclawy

Enclosure

cc: John A.N. Lamont: Re CN File Reference 2042-16

DEC 22 '99

17-22 AM

November 9
October 1, 1999. P.G. DC

SURFACE TRANSPORTATION BOARD

RELEASE AND RECONVEYANCE dated as of ~~October 1, 1999.~~

WHEREAS, Canada Permanent Trust Company (predecessor-in-interest to *The Canada Trust Company*) as trustee (the "Trustee") and The Bankers' Trust Company (predecessor-in-interest to *CIBC Mellon Trust Company*) as owner-trustee [pursuant to a Trust Agreement dated as of December 1, 1971 with *The Royal Trust Company and Procor Limited*, as trustors] (the "Owner-Trustee") entered into an Equipment Trust Agreement dated as of December 1, 1971 (the "Equipment Trust"), whereby, among other things, the Trustee i) acquired title to the two-hundred (200) 52' Gondolas marked CN 136400 to CN 136599 inclusive (the "Equipment"), and ii) leased the Equipment to the Owner-Trustee, ~~until such time as the Owner-Trustee fully satisfied its obligations under the Equipment Trust;~~ *to March 1, 1992. P.G. DC*

WHEREAS, the Owner-Trustee as lessor and Canadian National Railway Company as lessee (the "Lessee") entered into a Lease of Equipment dated as of December 1, 1971 (the "Lease"), as amended by a First Amending Agreement dated as of July 1, 1995, in respect of the Equipment;

WHEREAS, pursuant to an Assignment of Lease and Agreement (the "Assignment") dated as of December 1, 1971 between the Trustee and the Owner-Trustee, the Owner-Trustee assigned, transferred and set over to the Trustee, as collateral security for the payment and performance of the Owner-Trustee's obligations under the Equipment Trust, all its right, title and interest in the Lease (including, among other things, the right to receive all payments under the Lease from the Lessee);

AND WHEREAS, the Owner-Trustee has fully discharged and satisfied all of its obligations under the Equipment Trust (including, among other things, the full repayment of all amounts of principal and interest under the 8.5% Trust Certificates [as defined in the Equipment Trust] due March 1, 1992).

NOW THEREFORE, for the sum of One Dollar (\$1.00) and other good and valuable consideration, the Trustee does hereby:

- i) Bargain, sell, assign, transfer and set over unto the Owner-Trustee, its successors and assigns, all its right, title and interest in the Equipment, to have and to hold the Equipment unto the Owner-Trustee, its successors and assigns, absolutely and forever, free of limitation, restriction or trust;
- ii) Terminates the lease of the Equipment between the Trustee and Owner-Trustee pursuant to the Equipment Trust; and

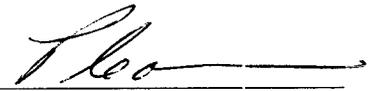
- iii) Releases, in favour of the Owner-Trustee, all its right, title and interest in the Lease heretofore assigned to the Trustee as collateral security pursuant to the Assignment.

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

THE CANADA TRUST COMPANY,
as trustee

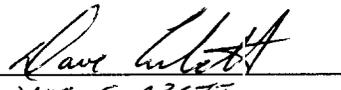
By:

Its:


PEGGY CORSON
MANAGER, SECURITIES SERVICES

By:

Its:


DAVE CORBETT
MANAGER, SECURITIES SERVICES

Note: On December 30, 1971 at 8:45 A.M., the Equipment Trust and the Lease 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 primary recordation numbers 6445 and 6446, respectively; and

On December 30, 1971 at 8:55 A.M., the aforementioned documents were also deposited in the Office of the Registrar General of Canada pursuant to Section 86 (which became Section 90) of the Railway Act of Canada (now Section 105 of the Canada Transportation Act).

CN File Reference: 2042-16

PROVINCE OF ONTARIO)
CITY OF TORONTO)

In the matter of a Release and
Reconveyance dated as of
~~October 1, 1999~~. November 9, 1999 DC
P.L.

On this 9th day of ~~October~~ ^{November}, 1999, before me personally appeared PEGGY CORSON, to me personally known, who, being by me duly sworn, says that ~~he~~ she is a signing officer of The Canada 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.

Al-Karim Nanji, Notary Public,
City of Toronto, limited to the attestation
of instruments and the taking of affidavits,
for The Canada Trust Company.
Expires December 14, 2000.



Notary Public

My commission expires: _____

[Notarial Seal]