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JOHN A. STALFORT
410-385-3424

July 9, 1999

via FEDERAL EXPRESS

Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001
Attention: Mr. Vernon A. Williams, Secretary

Re: Our File No.: 258-1965

Dear Mr. Williams:

RECORDATION NO. 22248, A, B, C FILED

JUL 13 '99

9-45 AM

Enclosed for recordation as primary documents pursuant to the provisions of 49 U.S.C. §11301(a) are two originals of each of the following documents:

- A
1. **Bill of Sale** dated June 28, 1999 by and between National Steel Car Limited, 602 Kenilworth Avenue North, Hamilton, Ontario, L8N 3J4 Canada, and Allfirst Bank, 25 S. Charles Street, Baltimore, Maryland 21201. # 32 4646
 2. **Memorandum of Lease** dated June 28, 1999 by and between Allfirst Bank, 25 S. Charles Street, Baltimore, Maryland 21201 and Progress Rail Services Corporation, d/b/a Progress Rail Canada, 1000 Sherbrooke Street, West, 24th Floor, Montreal, Quebec H3H 2R9I. # 32 4652
 3. **Memorandum of Lease** dated June 28, 1999 by and between Allfirst Bank, 25 S. Charles Street, Baltimore, Maryland 21201 and Progress Rail Services Corporation, d/b/a Progress Rail Canada, 1000 Sherbrooke Street, West, 24th Floor, Montreal, Quebec H3H 2R9I. # 32 4647
 4. **Memorandum of Lease** dated June 28, 1999 by and between Progress Rail Services Corporation, d/b/a Progress Rail Canada, 1000 Sherbrooke Street, West, 24th Floor, Montreal, Quebec H3H 2R9, and Canadian National Railway Company, 935 de LaGauchetiere West, Montreal, Quebec H3B 2M9. # 32 4648

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5. **Memorandum of Lease** dated June 28, 1999 by and between Progress Rail Services Corporation, d/b/a Progress Rail Canada, 1000 Sherbrooke Street, West, 24th Floor, Montreal, Quebec H3H 2R9 and Canadian National Railway Company, 935 de LaGauchetiere West, Montreal, Quebec H3B 2M9. # 324649

Enclosed for recordation as secondary documents pursuant to the provisions of 49 U.S.C. §11301(a) are two originals of each of the following documents:

6. **Memorandum of Collateral Assignment of Lease** dated June 28, 1999, by and between Allfirst Bank, 25 S. Charles Street, Baltimore, Maryland 21201 and Progress Rail Services Corporation, d/b/a Progress Rail Canada, 1000 Sherbrooke Street, West, 24th Floor, Montreal, Quebec H3H 2R9, recorded with the Surface Transportation Board and the Registrar General. # 324650
7. **Memorandum of Collateral Assignment of Lease** dated June 28, 1999, by and between Allfirst Bank, 25 S. Charles Street, Baltimore, Maryland 21201 and Progress Rail Services Corporation, d/b/a Progress Rail Canada, 1000 Sherbrooke Street, West, 24th Floor, Montreal, Quebec H3H 2R1. # 324651

The railroad equipment covered by documents 1, 2, 4 and 6 above are 240 73' centerbeam cars with 286,000 lbs. gross rail load, bearing the reporting marks and numbers CN, 624200 – 624439, inclusive.

The railroad equipment covered by documents 3, 5, and 7 above are 160 73' centerbeam cars with 286,000 lbs. gross rail load, bearing the reporting marks and numbers CN 624440 – 624599, inclusive.

Also enclosed is a check to cover the costs of recording the enclosed documents.

Upon recordation, please return the recorded documents to the undersigned.

Thank you for your kind attention to this matter. Should you have any questions, please do not hesitate to call me at 410-385-3424.

Very truly yours,

John A. Stalfort

John A. Stalfort

JAS/sl
Enclosures

SCHEDULE A

Two hundred forty (240) 73' centerbeam cars with 286,000 lbs. gross rail load, bearing the reporting marks and numbers CN 624200-624439 inclusive.