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HOPKINS & SUTTER

(A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS)

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October 4, 1999

HAND DELIVERED

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, NW
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation under Primary Recordation Number 7202, pursuant to the provisions of 49 U.S.C. Section 11301(a), are the original and one counterpart of a Notice of termination of Equipment Trust Agreement Nos. 1-5, dated as of September 29, 1999. Equipment Trust Agreement No. 3 was recorded under Recordation No. 7202 on October 29, 1973. The names of the parties to the enclosed document are as follows:

Trustee:	The Connecticut Bank & Trust Company
Owner-Trustee:	First Western Bank & Trust Company, Predecessor in interest to Sanwa Bank California

The railroad equipment covered by the enclosed document is listed in the attached Schedule I.

A short summary of the document to appear in the index is attached hereto at Schedule II. Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Please return to the undersigned the original document, along with the extra copies that we would like date-stamped. Thank you for your assistance.

Very truly yours,


Jamie P. Rennert

Enclosures

SCHEDULE II

Summary of the Document to Appear in the Index

<u>Parties</u>	<u>Document Recorded</u>	<u>Description</u>
The Connecticut Bank & Trust Company	Notice of termination of Equipment Trust Agreement No. 3	Locomotives, Boxcars, Gondola cars and Flat cars with various CN road unit numbers
	Recordation No. 7202	
First Western Bank & Trust Company, Predecessor in interest to Sanwa Bank California		
Cross Reference Recordation Nos.	7180 7201 7181 7283	

SCHEDULE I--Equipment Trust Agreement No. 3*

<u>Quantity</u>	<u>Type</u>	<u>Identifying Numbers (both inclusive)</u>
50	Model GP-38-2 2000 4-axle, 4-motor Diesel Electric Locomotives	CN 5561-5610
100	70-ton 50'6" Steel Sheathed wood lined boxcars, 12' doors with Evans load dividers, AAR Class XL	CN 410000-410099
400	70-ton 50'6" Steel Sheathed wood lined boxcars, 12' doors, AAR Class XM	CN 411000-411399
300	70-ton 52'8" Steel Sheathed wood lined boxcars, 18' combination doors, AAR Class XM	CN 557440-557739
200	100-ton Gondola Cars with fixed sides and fixed ends, AAR Class GB	CN 137350-137549
245	100-ton Steel Container Flat Cars, AAR Class FC	CN 639200-639444

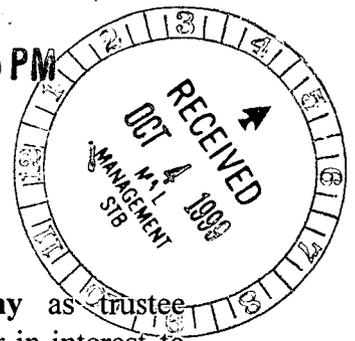
* The units of Equipment set forth herein include units which will be covered by this Equipment Trust Agreement and one or more of the Other Equipment Trust Agreements. Upon delivery of all of the units, an appropriate supplement will be entered into setting forth the specific units and identifying numbers to be covered by this Equipment Trust Agreement.

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NOTICE dated as of September 29, 1999.

WHEREAS, The Connecticut Bank and Trust Company as trustee ("Trustee") and First Western Bank and Trust Company (predecessor-in-interest to *Sanwa Bank California*) as owner-trustee ("Owner-Trustee") entered into the following agreements:

Equipment Trust Agreement No. 1 dated as of September 1, 1973 (secured by an interest in i) the rolling stock and locomotives specified in the Schedule I - Equipment Trust Agreement No. 1 attached hereto and ii) the *Lease of Equipment No. 1* dated as of September 1, 1973 between Owner Trustee as lessor and **Canadian National Railway Company** as lessee ("Lessee") of such rolling stock and locomotives;

Equipment Trust Agreement No. 2 dated as of September 1, 1973 (secured by an interest in i) the rolling stock and locomotives specified in the Schedule I - Equipment Trust Agreement No. 2 attached hereto and ii) the *Lease of Equipment No. 2* dated as of September 1, 1973 between Owner Trustee as lessor and Lessee of such rolling stock and locomotives;

Equipment Trust Agreement No. 3 dated as of September 1, 1973 (secured by an interest in i) the rolling stock and locomotives specified in the Schedule I - Equipment Trust Agreement No. 3 attached hereto and ii) the *Lease of Equipment No. 3* dated as of September 1, 1973 between Owner Trustee as lessor and Lessee of such rolling stock and locomotives;

Equipment Trust Agreement No. 4 dated as of September 1, 1973 (secured by an interest in i) the rolling stock and locomotives specified in the Schedule I - Equipment Trust Agreement No. 4 attached hereto and ii) the *Lease of Equipment No. 4* dated as of September 1, 1973 between Owner Trustee as lessor and Lessee of such rolling stock and locomotives;

Equipment Trust Agreement No. 5 dated as of September 1, 1973 (secured by an interest in i) the rolling stock and locomotives specified in the Schedule I - Equipment Trust Agreement No. 5 attached hereto and ii) the *Lease of Equipment No. 5* dated as of September 1, 1973 between Owner Trustee as lessor and Lessee of such rolling stock and locomotives;

AND WHEREAS, the Owner-Trustee has performed its obligations under each of the aforementioned Equipment Trust Agreements, as they may have been amended or supplemented from time to time.

IN WITNESS WHEREOF, the Trustee wishes to show for the public record that i) each of the aforementioned Equipment Trust Agreements has been terminated and ii) it

hereby releases its security interest in x) each of the aforementioned Leases of Equipment and y) the aforementioned units of rolling stock. Accordingly, the Trustee has caused this Notice to be executed by its officer thereunto duly authorized.

*Federal Deposit Insurance Corporation as Receiver of the New
Connecticut Bank & Trust Co. N.A. as Receiver of The Connecticut
Bank & Trust Co. N.A. by Donald E. Smith, Attorney-in-fact.

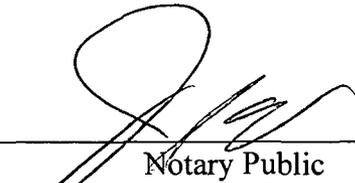
By: 
Its: Attorney-in-fact

Note: Between October 1973 and January 1974, each of the aforementioned i) Equipment Trust Agreements and ii) Leases were 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);

Between October 1973 and January 1974, each of the aforementioned i) Equipment Trust Agreements and ii) Leases were filed at the Interstate Commerce Commission (now the Surface Transportation Board) pursuant to 49 U.S.C 11301.

COMMONWEALTH OF MASSACHUSETTS) *In the matter of a Notice dated*
) *as of September 29, 1999.*
CITY / COUNTY OF BOSTON/SUFFOLK)

On this 29th day of September, 1999, before me personally appeared Donald E. Smith, to me personally known, who, being by me duly sworn, says that he is Attorney-in-fact of Federal Deposit Insurance Corporation, that the foregoing memorandum was signed on behalf of said corporation by under a power of attorney, and he acknowledged that the execution of the foregoing memorandum was the free act and deed of said corporation.



Notary Public

JAMES M. COOLIDGE
Notary Public

My commission expires My Commission Expires June 19, 2003

SCHEDULE I—Equipment Trust Agreement No. 2*

<u>Quantity</u>	<u>Type</u>	<u>Identifying Numbers (both inclusive)</u>
50	Model GP-38-2 2000 4-axle, 4-motor Diesel Electric Locomotives	CN 5561-5610
100	70-ton 50'6" Steel Sheathed wood lined boxcars, 12' doors with Evans load dividers, AAR Class XL	CN 410000-410099
400	70-ton 50'6" Steel Sheathed wood lined boxcars, 12' doors, AAR Class XM	CN 411000-411399
300	70-ton 52'8" Steel Sheathed wood lined boxcars, 18' combination doors, AAR Class XM	CN 557440-557739
200	100-ton Gondola Cars with fixed sides and fixed ends, AAR Class GB	CN 137350-137549
245	100-ton Steel Container Flat Cars, AAR Class FC	CN 639200-639444

* The units of Equipment set forth herein include units which will be covered by this Equipment Trust Agreement and one or more of the Other Equipment Trust Agreements. Upon delivery of all of the units, an appropriate supplement will be entered into setting forth the specific units and identifying numbers to be covered by this Equipment Trust Agreement.

SCHEDULE I—Equipment Trust Agreement No. 3*

<u>Quantity</u>	<u>Type</u>	<u>Identifying Numbers (both Inclusive)</u>
50	Model GP-38-2 2000 4-axle, 4-motor Diesel Electric Locomotives	CN 5561-5610
100	70-ton 50'6" Steel Sheathed wood lined boxcars, 12' doors with Evans load dividers, AAR Class XL	CN 410000-410099
400	70-ton 50'6" Steel Sheathed wood lined boxcars, 12' doors, AAR Class XM	CN 411000-411399
300	70-ton 52'8" Steel Sheathed wood lined boxcars, 18' combination doors, AAR Class XM	CN 557440-557739
200	100-ton Gondola Cars with fixed sides and fixed ends, AAR Class GB	CN 137350-137549
245	100-ton Steel Container Flat Cars, AAR Class FC	CN 639200-639444

* The units of Equipment set forth herein include units which will be covered by this Equipment Trust Agreement and one or more of the Other Equipment Trust Agreements. Upon delivery of all of the units, an appropriate supplement will be entered into setting forth the specific units and identifying numbers to be covered by this Equipment Trust Agreement.

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SCHEDULE I—Equipment Trust Agreement No. 4*

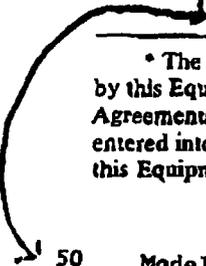
<u>Quantity</u>	<u>Type</u>	<u>Identifying Numbers (both inclusive)</u>
50	Model GP-38-2 2000 4-axle, 4-motor Diesel Electric Locomotives	CN 5561-5610
100	70-ton 50'6" Steel Sheathed wood lined boxcars, 12' doors with Evans load dividers, AAR Class XL	CN 410000-410099
400	70-ton 50'6" Steel Sheathed wood lined boxcars, 12' doors, AAR Class XM	CN 411000-411399
300	70-ton 52'8" Steel Sheathed wood lined boxcars, 18' combination doors, AAR Class XM	CN 557440-557739
200	100-ton Gondola Cars with fixed sides and fixed ends, AAR Class GB	CN 137350-137549
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* The units of Equipment set forth herein include units which will be covered by this Equipment Trust Agreement and one or more of the Other Equipment Trust Agreements. Upon delivery of all of the units, an appropriate supplement will be entered into setting forth the specific units and identifying numbers to be covered by this Equipment Trust Agreement.

SCHEDULE I—Equipment Trust Agreement No. 5*

<u>Quantity</u>	<u>Type</u>	<u>Identifying Numbers (both inclusive)</u>
100	70-ton 50'6" Steel Sheathed wood lined boxcars, 12' doors with Evans load dividers, AAR Class XL	CN 410000-410099
400	70-ton 50'6" Steel Sheathed wood lined boxcars, 12' doors, AAR Class XM	CN 411000-411399
300	70-ton 52'8" Steel Sheathed wood lined boxcars, 18' combination doors, AAR Class XM	CN 557440-557739
245	100-ton Steel Container Flat Cars, AAR Class FC	CN 639200-639444

* The units of Equipment set forth herein include units which will be covered by this Equipment Trust Agreement and one or more of the Other Equipment Trust Agreements. Upon delivery of all of the units, an appropriate supplement will be entered into setting forth the specific units and identifying numbers to be covered by this Equipment Trust Agreement.



50	Model GP-38-2 2000 2,axle 4-motor Diesel Electric Locomotives	CN 5561-5610
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