

RECORDATION NO. 17409-A FILED

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MAR 10 '04 1-46 PM  
SURFACE TRANSPORTATION BOARD

OF COUNSEL  
URBAN A. LESTER

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

March 10, 2004

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Consent, Release and Discharge of Security, dated as of February 25, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Deed of Trust and Mortgage previously filed with the Commission under Recordation Number 17409.

The name and address of the party to the enclosed document are:

Secured Party: Computershare Trust Company  
of Canada  
(f/k/a Montreal Trust Company)  
1800 McGill College Avenue  
6<sup>th</sup> Floor  
Montreal, Quebec  
H3A 3K9  
Canada

[Debtor: CGTX, Inc.  
1600 Rene-Levesque Boulevard  
Suite 1600  
Montreal, Quebec  
H3H 1P9  
Canada]

Mr. Vernon A. Williams  
March 10, 2004  
Page Two

A description of the railroad equipment covered by the enclosed document is:

All railcars identified on the Deed of Trust and Mortgage as originally filed under Recordation Number 17409.

A short summary of the document to appear in the index follows:

Consent, Release and Discharge of Security

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

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SURFACE TRANSPORTATION BOARD

**CONSENT, RELEASE AND DISCHARGE OF SECURITY**

**TO: GATX RAIL CANADA CORPORATION**  
1600 René-Lévesque Blvd. West  
Montréal, Québec H3H 1P9  
Attention: Richard Podsiadlo, Vice President  
Telecopier No.: (514) 931-5534

**TO: CANADIAN NATIONAL RAILWAY COMPANY**  
935 de La Gauchetiere St. West  
Montréal, Quebec H3B 2M9  
Attention: John A.N. Lamont, Sr. Manager Asset Finance  
Telecopier No.: (514) 399-8038

**RE: Sale of Hopper Cars to Canadian National Railway Company**

We are the secured party under certain registrations, including those listed in Schedule A hereto, made against GATX Rail Canada Corporation (“GATX”) under the *Personal Property Security Act* in Ontario, the *Registrar of Personal and Movable Real Rights* in Quebec and the Surface Transportation Board of the United States of America (collectively referred to as the “Security Registrations”) in respect of certain mortgages, charges, assignments, pledges, hypothecs and other security interests granted to us and in our favour, or otherwise held by us (collectively, the “Security”) in and to the property and assets of GATX.

We understand that pursuant to that certain Purchase and Sale Agreement to be entered into between GATX and Canadian National Railway Company (“CN”) on or about March 1, 2004, GATX proposes to sell, assign, transfer, convey and deliver to CN all of its right, title and interest in and to certain hopper cars listed in Schedule B hereto (collectively, the “Hopper Cars”).

For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, we hereby agree as follows:

1. We consent to the sale, assignment, transfer, conveyance and delivery of the Hopper Cars from you to CN and hereby waive any breach of covenant, provision, condition, representation or warranty contained in any deeds of trust and mortgage or other documents executed and delivered to us by GATX which may result from the foregoing.

2. We hereby release and discharge absolutely and forever all of our right, title and interest under any and all of the Security Registrations and the Security (including, without limitation, all mortgages, charges, assignments, pledges, hypothecs and other security interests granted to us and in our favour, or otherwise held by us) in and to the Hopper Cars.

3. We hereby certify that we have not assigned to any person, partnership, body corporate or other entity any interest, claim or right whatsoever, in law or in equity, in any of the Security Registrations or the Security.

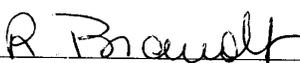
4. At the request of CN or GATX from time to time, and at GATX's expense, we will promptly execute and deliver or cause to be executed and delivered any and all financing change statements, registerable discharges and other documents, and will do all acts or things which are reasonably necessary or desirable to record or effect the release and discharge of any and all of the Security Registrations and the Security relating to the Hopper Cars as contemplated herein or to otherwise give effect to this release.

This letter may be relied upon by you and your successors and assigns (whether absolute or by way of security).

DATED this 25th day of February, 2004.

**COMPUTERSHARE TRUST COMPANY OF CANADA  
(formerly known as Montreal Trust Company)**

By:   
Name: Fabienne Pinatel  
Title: Corporate Trust Officer

By:   
Name: Rose-Marie Brandt  
Title: Administrator

**SCHEDULE A**

**List of Security Registrations**

**Personal Property Security Act (Ontario)**

File Number 900207162 (*Corporation Securities Registration Act* Registration Number 020716 and Registration Numbers 19900110 1229 0043 3933, 19920427 1556 0043 2043 and 20000630 1707 8028 9322)

File Number 900233199 (*Corporation Securities Registration Act* Registration Number 023319 and Registration Numbers 19920427 1556 0043 2044 and 20000630 1707 8028 9323)

File Number 900259794 (*Corporation Securities Registration Act* Registration Number 025979 and Registration Numbers 19900110 1229 0043 3934, 19920427 1556 0043 2045, 19921202 1231 0043 6486 and 20000630 1707 8028 9324)

File Number 900383598 (*Corporation Securities Registration Act* Registration Number 038359 and Registration Numbers 19920427 1556 0043 2046 and 20000630 1707 8028 9325)

File Number 067664502 (Registration Numbers 19930707 1555 0043 5482, 20000630 1707 8028 9321, 20011115 1433 9065 6288, 20011116 1041 9065 6315, 20021105 1038 9065 4225)

File Number 900207162 (*Corporate Securities Registration Act* Registration Number 020716 and Registration Numbers 19900110 1229 0043 3933, 19920427 1556 0043 2043 and 20000630 1707 8028 9322)

File Number 900233199 (*Corporation Securities Registration Act* Registration Number 023319 and Registration Numbers 19920427 1556 0043 2044 and 20000630 1707 8028 9323)

File Number 900259794 (*Corporation Securities Registration Act* Registration Number 025979 and Registration Numbers 19900110 1229 0043 3934, 19920427 1556 0043 2045, 19921202 1231 0043 6486 and 20000630 1707 8028 9324)

File Number 900383598 (*Corporation Securities Registration Act* Registration Number 038359 and Registration Numbers 19920427 1556 0043 2046 and 20000630 1707 8028 9325)

File Number 900520416 (*Corporation Securities Registration Act* Registration Number 052041 and Registration Number 20000705 1741 8028 9332)

File Number 900622251 (*Corporation Securities Registration Act* Registration Number 062225 and Registration Number 20000705 1741 8028 9333)

File Number 900650979 (*Corporation Securities Registration Act* Registration Number 065097 and Registration Number 20000705 1741 8028 9334)

File Number 900650988 (*Corporation Securities Registration Act* Registration Number 065098 and Registration Number 20000705 1741 8028 9335)

File Number 900704511 (*Corporation Securities Registration Act* Registration Number 070451 and Registration Number 20000705 1741 8028 9336)

File Number 900704529 (*Corporation Securities Registration Act* Registration Number 070452 and Registration Number 20000705 1741 8028 9337)

File Number 900877401 (*Corporation Securities Registration Act* Registration Number 087740 and Registration Number 20000705 1741 8028 9338)

File Number 900894762 (*Corporation Securities Registration Act* Registration Number 089476 and Registration Number 20000705 1741 8028 9339)

File Number 900898029 (*Corporation Securities Registration Act* Registration Number 089802 and Registration Number 20000705 1741 8028 9340)

File Number 900898704 (*Corporation Securities Registration Act* Registration Number 089870 and Registration Number 20000705 1741 8028 9341)

**Registrar of Personal and Movable Real Rights (Quebec)**

1. Registration Number 94-0138454-0004
2. Registration Number 94-0163918-0011
3. Registration Number 97-0055185-0002
4. Registration Number 97-0069181-0001
5. Registration Number 97-0153860-0001

**Surface Transportation Board of the United States of America**

Rec. No. 17409

**SCHEDULE B**

**List of Hopper Cars**

All railcars identified on the Deed of Trust and Mortgage  
as originally filed under Recordation Number 17409.

PROVINCE OF QUEBEC            )  
  ) ss:  
DISTRICT OF MONTREAL        )

On this 25<sup>th</sup> day of February, 2004 before me personally appeared Fabienne Pinatel to me personally known, who being by me duly sworn, says that she is the Corporate Trust Officer of Computershare Trust Company of Canada, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

  
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Attorney

Bar Number: 202801-8

PROVINCE OF QUEBEC            )  
  ) ss:  
DISTRICT OF MONTREAL        )

On this 25<sup>th</sup> day of February, 2004 before me personally appeared Rose-Marie Brandt to me personally known, who being by me duly sworn, says that she is the Administrator of Computershare Trust Company of Canada, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

  
\_\_\_\_\_  
Attorney

Bar Number: 202801-8