

RECORDATION NO. 6572-1 FILED

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AUG 14 '00

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SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

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

August 14, 2000

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 Bill of Sale dated as of May 13, 1982, a secondary document as defined in the Board's Rules for the Recordation of Documents

The enclosed document relates to the Equipment Trust Agreement which was previously filed with the Commission under Recordation Number 6572.

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

Seller: The Bank of New York
101 Barclay Street
New York, NY 10286

[Buyer: Canadian National Railway Company
935 de la Gauchetiere Street West
Montreal, Quebec
Canada H3B 2M9]

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

All railroad equipment covered by the Equipment Trust Agreement previously filed herein.

Vernon A. Williams
August 14, 2000
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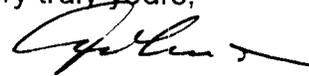
A short summary of the document to appear in the index follows:

Bill of Sale from The Bank of New York to Canadian National Railway Company, covering all railroad equipment covered by the Equipment Trust Agreement previously filed herein.

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 and cross-indexing fee.

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

Very truly yours,



Robert W. Alvord

RWA/cc
Enclosures

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SURFACE TRANSPORTATION BOARD

BILL OF SALE

For and in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, The Bank of New York, as seller (the "Seller") does hereby sell, grant, transfer, assign and deliver all of its right, title and interest in, to and under that certain trust designated as "Equipment Trust, due 1987" (the "Equipment Trust"), such Equipment Trust having been created and established pursuant to the terms of that certain Equipment Trust Agreement dated as of April 1, 1972 by and between Seller and First Security Bank of Utah, N.A., as Trustee; that certain Equipment Trust Agreement dated as of April 1, 1972 by and between Seller and First Security Bank of Utah, N.A., as Trustee (the "Trustee"); that certain Lease of Equipment (the "Lease") dated as of April 1, 1972 by and between Seller as Lessor and Canadian National Railway Company as Lessee; that certain Manufacturing Agreement dated as of April 1, 1972 by and among Seller, Canadian National Railway Company and Bethlehem Steel Corporation; that certain Purchase Agreement dated as of April 1, 1972 by and between Seller and the Richmond Hill Savings Bank; the equipment subject to the Lease, which equipment constitutes the Trust Equipment as that term is defined in the Equipment Trust Agreement; that certain Assignment of Lease and Agreement dated as of April 1, 1972 by and between Seller and the Trustee; and all other right, title and interest the Seller may have under or with respect to any of the foregoing and any other documents referred to therein or otherwise relating to the Equipment Trust or the Trust Equipment, unto Canadian National Railway Company (the "Purchaser"), and to its successors and assigns to have and to hold forever.

Such right, title and interest as set forth hereinabove is being sold to Purchaser subject to the rights of the Holder (as that term is defined in the Equipment Trust Agreement) of the Equipment Trust Certificates, and pursuant to and in accordance with the provisions, terms and conditions of that certain Agreement To Sell Interest In An Equipment Trust And Trust Equipment ("Agreement"), dated as of May 12, 1982 by and between Seller and Purchaser, and the provisions, terms and conditions, including the representations and warranties by each party made therein, of such Agreement are by this reference hereby incorporated herein and made a part of this Bill of Sale.

IN WITNESS WHEREOF, Seller has caused this Bill of Sale to be executed in its name by a duly authorized representative on this 13th day of May, 1982.

THE BANK OF NEW YORK

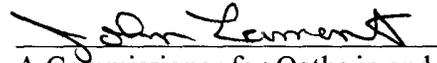
By Deborah E. Tucker

Title Asst. Vice President

CANADA) TO ALL WHOM THESE PRESENTS
)
PROVINCE OF QUEBEC) MAY COME, BE SEEN OR KNOWN
)
JUDICIAL DISTRICT)
OF MONTREAL)

I, JOHN LAMONT, a Commissioner for Oaths in and for the Province of Quebec, by the authority thereof duly appointed, residing in the City of Montreal, in the District of Montreal, in the said Province, DO HEREBY CERTIFY that the paper writing, unto which this certificate is annexed, is a true and correct copy of a **BILL OF SALE** executed by **The Bank of New York on May 13, 1982 in favour of Canadian National Railway Company**, the same having been compared by me with the original document, an act whereof being requested I have granted under my hand and seal of office to serve and avail as occasion shall or may require.

DATED at Montreal, Quebec this 2nd day of August, 2000.


A Commissioner for Oaths in and
for all judicial districts of the
Province of Quebec, Canada

My Commission expires: September 14, 2001

JOHN LAMONT
Commissioner for Oaths
Commissaire à l'Assermentation
Seal: Province of Quebec
Expires September 14, ~~1995~~ 2001