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

OF COUNSEL
URBAN A. LESTER

March 21, 2000

RECORDATION NO. 16436-A FILED

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

MAR 22 '00 12:11 PM
75
SURFACE TRANSPORTATION BOARD

Re: Recordation Numbers 16346 and 16436

Dear Mr. Williams:

On November 2, 1999 at 8:00 p.m. [sic], a Memorandum of Lease Termination and Equipment Disposition (the "Memorandum") was filed under Recordation Number 16346-A. Unfortunately, there was a transposition of figures in the transmittal letter.

Please have this Memorandum filed under the correct Recordation Number, namely 16436-A.

The names and addresses of the parties to the Memorandum are:

Lessor: SLX Canada Inc.
1500 Bow Valley Square IV
250 6th Avenue S.W.
Calgary, Alberta T2P 3H7 CANADA

Lessee: Canadian National Railway Company
935 de La Gauchetiere West
Montreal, Quebec H3B 2M9 CANADA

The railroad equipment covered by the Memorandum includes flat cars, wood chip cars and locomotives all bearing CN reporting marks and road numbers attached hereto.

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Mr. Vernon A. Williams
March 21, 2000
Page 2

As the \$26 fee was properly submitted for the November 2, 1999 filing, no additional fee is included herewith.

Thank you for your attention to this correction.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", written in a cursive style.

Robert W. Alvord

RWA/bg

HOPKINS & SUTTER

(A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS)

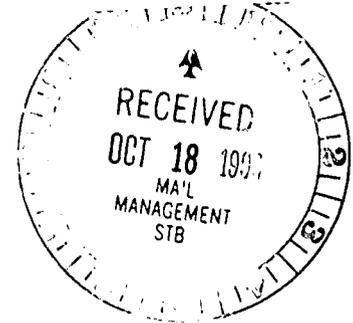
2800 LIVERNOIS SUITE 220 TROY, MI 48083-1220 (248) 740-6600

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

October 11, 1999

RECORDATION NO. 16436-A FILED

MAR 22 '00 12-11 PM

SURFACE TRANSPORTATION BOARD

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 Memorandum of Lease Termination and Equipment Disposition, dated as of October 1, 1999, and executed by SLX Canada Inc. and Canadian National Railway Company. A Lease of Equipment #13 was dated as of July 17, 1989. The units covered by the Lease are flatcars, woodchip cars and diesel locomotives, more specifically described on Schedule A (4 pages), attached to this letter.

The Lease was recorded with the ICC on July 19, 1989 under primary recordation number 16346.

The parties to the Lease are:

Lessor: SLX Canada Inc.

Lessee: Canadian National Railway Company

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

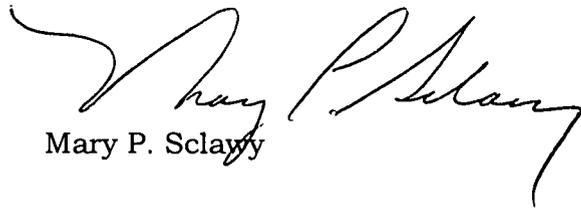
Please accept one counterpart of this document for filing as a secondary

Secretary
October 11, 1999
Page 2

document, stamp the remaining counterparts with your recordation number and return them and the fee receipt to the undersigned at the following address:

Mary P. Sclawy
Hopkins & Sutter
2800 Livernois
Suite 220
Troy, MI 48083-1240

Sincerely,



Mary P. Sclawy

Enclosure

cc: John A.N. Lamont: Re CN File Reference SLX/CN Lease #13

MAR 22 '00 12:11 PM

(SLX / CN Lease # 13)

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE TERMINATION AND EQUIPMENT DISPOSITION dated as of October 1, 1999 between **SLX Canada Inc.** ("SLX") and **Canadian National Railway Company** ("CN").

WHEREAS, SLX is the lessor, of the units of railroad rolling stock described on Schedule A hereto (the "Equipment"), under that certain Lease of Equipment # 13 dated as of July 17, 1989 (the "Lease") with CN as lessee;

AND WHEREAS, SLX acknowledges that CN has fully performed its obligations under the Lease.

IN WITNESS WHEREOF, the parties wish to show for the public record that on the date first above written:

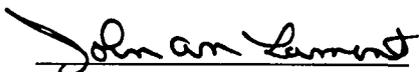
- 1) The Lease was terminated, by SLX and CN, in accordance with its terms;
- 2) SLX and CN acknowledge that certain indemnity provisions of the Lease survive the termination thereof, as more particularly specified therein;
- 3) The Equipment was sold, by SLX to CN, free and clear of all encumbrances arising through SLX pursuant to a Bill of Sale of even date herewith;

and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized.

SLX CANADA INC.,
as lessor and seller

CANADIAN NATIONAL RAILWAY COMPANY,
as lessee and buyer

By: 
Its: Director

By: 
Its: Sr. Manager, Asset Financing

By: 
Its: Director

Note: On July 19, 1989 at 1:20 P.M., the Lease was filed with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) pursuant to 49 U.S.C. S11303 (now S11301) under primary recordation number 16346; and

On July 18, 1989, the Lease was deposited in the Office of the Registrar General of Canada pursuant to Section 90 of the Railway Act of Canada (now Section 105 of the Canada Transportation Act).

SCHEDULE A

DESCRIPTION OF UNITS

GROUP 1

<u>TYPE</u>	<u>SPECIFICATION</u>	<u>BUILDER</u>	<u>IDENTIFICATION NUMBER</u>	<u>QUAN- TITY</u>
Trailer Flat Cars	89' 4" 70-ton	Natl. Steel Car Corp. Ltd. Built in 1974	CN 682097 to 682124 CN 682126 to 682143 CN 682145 to 682155 CN 682157 to 682163	64
Pedestal Flat Cars	89' 4" 70-ton	Natl. Steel Car Corp. Ltd. Built in 1974	CN 750090 to 750099	10
Flat Cars	62' 6" 100-ton	Natl. Steel Car Corp. Ltd. Built in 1974	CN 667275 to 667298 CN 667300 to 667358 CN 667360 to 667410	134
Woodchip Cars	70-ton	Hawker-Siddley Built in 1974	CN 880725 to 880798 CN 880800 to 880864	139

1974
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GROUP 2

<u>TYPE</u>	<u>SPECIFICATION</u>	<u>BUILDER</u>	<u>IDENTIFICATION NUMBER</u>	<u>QUAN- TITY</u>
Diesel Locomotives	M420 2000hp, max. speed 65 mph total weight 248,000	Bombardier Built in 1973	CN 2530 to 2534 CN 2536 to 2537	7
Diesel Locomotives	GP40-2 3000hp, max. speed 80 mph total weight 263,000	General Motors Built in 1974	CN 9400 to 9410	11
Diesel Locomotives	M420 2000hp, max. speed 65 mph total weight 248,000	Bombardier Built in 1974	CN 2538 to 2539 CN 2541 to 2542 CN 2544 to 2545 CN 2547 to 2548 CN 2550 to 2551 CN 2553 to 2554 CN 2556 to 2557 CN 2559	15
Diesel Locomotives	GP40-2 3000hp, max. speed 80 mph total weight 263,000	General Motors Built in 1974	CN 9412 to 9413 CN 9415 to 9416 CN 9418 to 9419 CN 9421 to 9422 CN 9424 to 9425 CN 9427 to 9429 CN 9431	40

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GROUP 2- continued

<u>TYPE</u>	<u>SPECIFICATION</u>	<u>BUILDER</u>	<u>IDENTIFICATION NUMBER</u>	<u>QUAN- TITY</u>
			CN 9433 to 9434	
			CN 9436 to 9437	
			CN 9439 to 9440	
			CN 9442 to 9443	
			CN 9445 to 9446	
			CN 9449 to 9451	
			CN 9452	
			CN 9454 to 9455	
			CN 9457 to 9458	
			CN 9460 to 9461	
			CN 9463 to 9464	
			CN 9466 to 9467	
			CN 9469 to 9470	
Diesel Locomotives	M420 2000hp, max. speed 65 mph total weight 248,000	Bombardier Built in 1974	CN 2540 CN 2543 CN 2546 CN 2549 CN 2555 CN 2558	6
Diesel Locomotives	GP40-2 3000hp, max. speed 80 mph total weight 263,000	General Motors Built in 1974	CN 9411 CN 9414 CN 9417 CN 9420 CN 9423 CN 9426	21

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JAW
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GROUP 2- continued

<u>TYPE</u>	<u>SPECIFICATION</u>	<u>BUILDER</u>	<u>IDENTIFICATION NUMBER</u>	<u>QUAN- TITY</u>
			CN 9430	
			CN 9432	
			CN 9438	
			CN 9441	
			CN 9444	
			CN 9447	
			CN 9448	
			CN 9453	
			CN 9456	
			CN 9459	
			CN 9462	
			CN 9465	
			CN 9468	
			CN 9471	
			CN 9472	

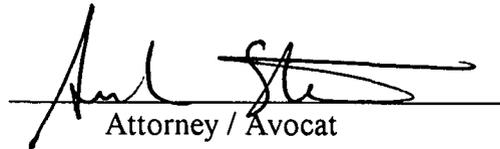
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PROVINCE OF QUEBEC)
) ss:
DISTRICT OF MONTREAL)

*In the matter of a Memorandum
dated as of October 1, 1999
between SLX and CN.*

On this 15th day of September, 1999, before me personally appeared John A.N. Lamont, to me personally known, who, being by me duly sworn, says that he is Sr. Manager Asset Financing of Canadian National Railway Company, that the foregoing 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 corporation.


Attorney / Avocat

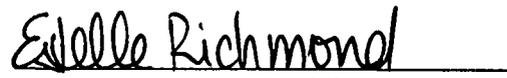
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[Seal]

PROVINCE OF ONTARIO)
) ss:
CITY OF TORONTO)

*In the matter of a Memorandum
dated as of October 1, 1999
between SLX and CN.*

On this 28 day of Sept., 1999, before me personally appeared Bruce Barker, to me personally known, who, being by me duly sworn, says that such person is a Director of SLX Canada Inc., that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

[Notarial Seal]