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July 19, 2000

RECORDATION NO. 6120-B FILED

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

JUL 19 '00 12-34 PM  
TS  
SURFACE TRANSPORTATION BOARD

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 January 11, 1993, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents which was previously filed with the Commission under Recordation Number 6120.

The names and addresses of the parties to the enclosed document are:

Sellers: Comerica Bank - Detroit  
500 Woodward Avenue  
Detroit, MI 48226

Trust Company for USL, Inc.  
c/o Bank of America  
555 California Street  
San Francisco, CA 94104

[Buyer: Canadian National Railway Company]

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

380 boxcars within the series CN 404001 - CN 404399 not inclusive.

Mr. Vernon A. Williams  
July 19, 2000  
Page Two

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

Bill of Sale from Comerica Bank - Detroit and Trust Company for USL, Inc.,  
Sellers, and Canadian National Railway Company, Buyer, covering 380 boxcars  
within the series CN 404001 - CN 404399 not inclusive.

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.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

BILL OF SALE  
(CN)

JUL 19 '00 12-34 PM

SURFACE TRANSPORTATION BOARD

For valuable consideration, the Comerica Bank-Detroit and Trust Company for USL, Inc. as Trustee (hereinafter called the "Trustee") under a Trust Agreement dated as of April 15, 1971, (both of the foregoing parties being hereinafter collectively called the "Seller") do hereby sell, assign and transfer to CANADIAN NATIONAL RAILWAY COMPANY (hereinafter called the "Buyer") all of the Seller's right, title and interest in and to the following described personal property:

SEE EXHIBIT "A" ATTACHED HERETO

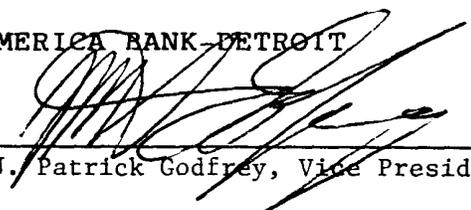
legal title to which personal property is currently held by the Trustee.

Said property is sold as-is, where-is, without any covenant or warranty expressed or implied, of any nature whatsoever except, however, that the Seller covenants and warrants that said property is free of all liens and encumbrances created by, through or under the Seller, other than liens and encumbrances which the Buyer is obligated to satisfy under a certain lease between the Trustee, as lessor, and the Buyer, as lessee, dated as of April 15, 1971. By acceptance of said property transferred hereunder, the Buyer agrees to pay all sales and use taxes payable in connection with this sale, assignment and transfer, and any unpaid property taxes heretofore assessed or levied against said property.

Executed as of June 17, 1986.

COMERICA BANK-DETROIT

TRUST COMPANY FOR USL, INC.

By   
J. Patrick Godfrey, Vice President

By   
Desa V. Wakeman, President

EXHIBIT A TO THE BILL OF SALE  
CANADIAN NATIONAL RAILWAYS NO. III

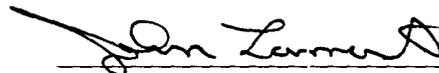
Three Hundred Eighty (380) 70-ton 50'6" Newsprint Boxcars  
bearing identification numbers:

CN 404001 through and including 404041  
404043 through and including 404062  
404064 through and including 404076  
404078 through and including 404099  
404101 through and including 404114  
404116 through and including 404124  
404126 through and including 404142  
404144 through and including 404163  
404165 through and including 404169  
404171 through and including 404197  
404199 through and including 404204  
404206 through and including 404208  
404210 through and including 404221  
404223 through and including 404227  
404230 through and including 404253  
404255 through and including 404264  
404266 through and including 404345  
404347 through and including 404389  
404391 through and including 404399

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

I, JOHN A.N. 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 dated as of June 17, 1986, executed by Trust Company for USL, Inc. and Comerica Bank-Detroit, 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 13th day of July, 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  
Seal: Commissaire à l'Assermentation  
Province of Quebec  
Expires September 14, 1998 2001