



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

DIVISION OF  
CORPORATION FINANCE

Mail Stop 3561

December 20, 2017

Via E-mail  
Jeffrey Schoenfeld  
Mesabi Trust  
c/o Deutsche Bank Trust Company Americas  
Trust & Agency Services  
60 Wall Street, 16<sup>th</sup> Floor  
New York, New York 10005

**Re: Mesabi Trust**  
**Form 10-K for Fiscal Year Ended January 31, 2017**  
**Filed April 14, 2017**  
**File No. 001-04488**

Dear Mr. Schoenfeld:

We have reviewed your filing and have the following comment. In our comment, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to the comment within ten business days by providing the requested information or advise us as soon as possible when you will respond. If you do not believe our comment applies to your facts and circumstances, please tell us why in your response.

After reviewing your response to the comment, we may have additional comments.

Form 10-K for Fiscal Year Ended January 31, 2017

Exhibit 13

Report of Independent Registered Public Accounting Firm, page F-3

1. Please have your auditors revise the first paragraph of their report to state that the Mesabi Trust's Trustees are responsible for maintaining effective internal control over financial reporting and for assessing the effectiveness of internal control over financial reporting. Please refer to paragraph .85 of PCAOB Auditing Standard 2201 for guidance.

We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Jeffrey Schoenfeld  
Mesabi Trust  
December 20, 2017  
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Please contact Suying Li at (202) 551-3335 or Linda Cvrkel at (202) 551-3813 with any questions.

Sincerely,

/s/ Rufus Decker

Rufus Decker  
Accounting Branch Chief  
Office of Beverages, Apparel and  
Mining