

NEW NUMBER

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LAW OFFICES

ALVORD AND ALVORD

16302

OF COUNSEL
URBAN A. LESTER

ELIAS C. ALVORD (1942)
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ROBERT W. ALVORD*
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*ALSO ADMITTED IN NEW YORK
*ALSO ADMITTED IN MARYLAND

RECORDATION NO. FILED 1423
APR 19 1989 -12 55 AM

CABLE ADDRESS
"ALVORD"

TELEX
440367 A AND A

INTERSTATE COMMERCE COMMISSION

TELEFAX
(202) 393-2156

Date 4-19-89
39.00
DC Washington, D.C.

April 19, 1989

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9-109A021

16302-A

Ms. Noreta R. McGee
Secretary

Interstate Commerce Commission
Washington, D.C. 20423

16302-B

RECORDATION NO. FILED 1423

APR 19 1989 -12 55 AM

Dear Ms. McGee:

APR 19 1989 -12 55 AM

INTERSTATE COMMERCE COMMISSION

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11505(a) are two (2) fully executed original copies each of 1) Lease of Equipment #6 dated as of February 9, 1989, and 2) Lease Assignment Agreement dated as of March 27, 1989, primary and secondary documents, respectively, as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177, and 3) Bill of Sale dated as of March 27, 1989, a primary document, as so defined.

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

Lessor/Assignor/

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

Lessee:

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

Assignee/

Purchaser: The Mutual Life Assurance Company of
Canada
227 King Street South
Waterloo, Ontario N2J 4C5

APR 19 12 43 PM '89
MOTOR VEHICLE DIVISION

Contract # CT. Kaymle

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
April 19, 1989
Page Two

A description of the railroad equipment covered by the enclosed documents is set forth in Schedule A attached hereto and made a part hereof.

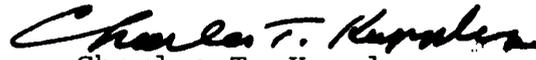
Also enclosed is a check in the amount of \$39 payable to the order of the Interstate Commerce Commission covering the required recordation fees.

Kindly return stamped copies of the enclosed documents to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

A short summary of the enclosed documents to appear in the Commission's Index is:

Lease of Equipment #6 dated as of February 9, 1989 between SLX Canada Inc., Lessor, and Canadian National Railway Company, Lessee; Lease Assignment Agreement dated as of March 27, 1989 between SLX Canada Inc., Assignor, and The Mutual Life Assurance Company of Canada, Assignee, and Bill of Sale dated as of March 27, 1989 between SLX Canada Inc., Seller, and The Mutual Life Assurance Company of Canada, Purchaser, covering 5 Model SD-60F, 3800 HP Diesel Electric Locomotives marked and numbered CN 5504 - 5508.

Very truly yours,


Charles T. Kappler

Enclosures

APR 19 1989 - 12 52 AM

INTERSTATE COMMERCE COMMISSION

BILL OF SALE

THIS BILL OF SALE is made and delivered pursuant to the Equipment Purchase Agreement (the "Agreement") made as of March 27, 1989 between SLX Canada Inc., a corporation formed under the Canada Business Corporations Act (the "Seller") having an office at 1500 Bow Valley Square IV, 250 6th Avenue S.W., Calgary, Alberta, T2P 3H7 and The Mutual Life Assurance Company of Canada having an office at 227 King Street South, Waterloo, Ontario N2J 4C5 (the "Purchaser").

KNOW ALL MEN BY THESE PRESENTS, that the Seller for good and valuable consideration as set forth in Schedule A hereto, the receipt of which is hereby acknowledged, does hereby sell, transfer, assign, convey, set over and deliver, unto the Purchaser, its successors and assigns, all of the Seller's right, title and interest in and to the equipment as set forth in Schedule A attached hereto (the "Equipment").

TO HAVE AND TO HOLD the same and each thereof unto the Purchaser, its successors and assigns, to its and their use and benefit forever.

The Seller warrants to the Purchaser that the Seller has good and valid title to the Equipment, free and clear of all liens and encumbrances whatsoever, and the Seller covenants that it will warrant and defend such title against all claims and demands whatsoever originating prior to the date hereof.

The Equipment is being sold hereunder on an "as is" "where is" basis and "with all faults". Except as set forth above the Seller makes no warranty, either expressed or implied, including any implied warranty as to merchantability, durability, fitness for a particular purpose, design or condition and expressly disclaims liability for lost profit or indirect, incidental, consequential, or commercial losses in all other obligations or liabilities.

IN WITNESS WHEREOF, the Seller has caused this BILL OF SALE to be executed and delivered by its duly authorized officers as of the 27th day of March 1989.

Witnessed by: *[Signature]*

SLX Canada Inc.
By: *[Signature]*
Paul J.D. Miller
Director

Witnessed by: *[Signature]*

By: *[Signature]* c/s
Bruce C. Barker
Director

SCHEDULE A

DESCRIPTION OF UNITS

TYPE: SD-60F, 3800 HP, Diesel Electric Locomotives

SPECIFICATIONS: In accordance with Builder's Proposal DDL 1309 dated January 19, 1988, CN's letter dated December 7, 1989, the Builder's Proposal letter dated January 19, 1988, CN's letter of March 10, 1988 revised March 16, 1988 and the Builder's letter dated March 25, 1988.

BUILDER: General Motors of Canada Limited, London, Ontario

IDENTIFICATION NUMBERS: CN 5504 to CN 5508 (inclusive)

QUANTITY: 5

CONSIDERATION: \$1,996,315.00 per unit

LOCATION (as of 10:00 a.m. March 27, 1989):

- CN 5504 - Edmonton, Alberta
- CN 5505 - Ridley, British Columbia
- CN 5506 - Ridley, British Columbia
- CN 5507 - Ridley, British Columbia
- CN 5508 - London, Ontario

PROVINCE OF ONTARIO

CITY OF TORONTO

) BILL OF SALE dated March 27,
) 1989 between SLX Canada Inc.
) and The Mutual Life Assurance
) Company of Canada

On this 29th day of March, 1989, before me personally appeared Bruce C. Barker, to me personally known, who, being by me duly sworn, say that he is a director of **SLX CANADA INC.**, that the seal affixed to the foregoing instrument is the seal of the said Company, that said instrument was signed and sealed on behalf of the said Company by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set me hand and official seal.

D. S. McLean

A Notary Public in and for the
Province of Ontario

[notarial seal]

DS^^CERTIFI2:VWBANK

ONTARIO)
)
JUDICIAL DISTRICT OF YORK)
)
TO WIT:)

I, David L. Smith, of the City of Toronto in the Province of Ontario, make oath and say:

1. THAT I was personally present and did see the within Bill of Sale duly signed, sealed and executed by "Bruce C. Barker" on behalf of SLX Canada Inc., the seller in the said Bill of Sale.

2. THAT I know the said party and that the name set and subscribed as a witness to the execution thereof is of the proper handwriting of me this deponent.

3. THAT the said Bill of Sale was executed at the City of Toronto in the Municipality of Metropolitan Toronto on the 29th day of March, 1989.

SWORN before me at the City)
of Toronto in the Municipality)
of Metropolitan Toronto this)
29th day of March, 1989.)



D. S. McLean
A Notary Public in and for the
Province of Ontario

PROVINCE OF ALBERTA)
)
CITY OF CALGARY)
)

BILL OF SALE dated March 27,
1989 between SLX Canada Inc.
and The Mutual Life Assurance
Company of Canada

On this 28th day of March, 1989, before me personally appeared Paul J.D. Miller, to me personally known, who, being by me duly sworn, say that he is a director of SLX CANADA INC., that the seal affixed to the foregoing instrument is the seal of the said Company, that said instrument was signed and sealed on behalf of the said Company by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



A Notary Public in and for
the Province of Alberta

PETER A. WILLIAMS

[notarial seal]

PROVINCE OF ALBERTA)
)
CITY OF CALGARY)
)
TO WIT:)

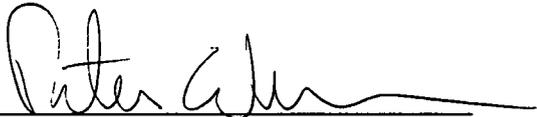
BILL OF SALE dated March 27,
1989 between SLX Canada Inc.
and The Mutual Life Assurance
Company of Canada

I, Peter Williams of the City of Calgary, in the
Province of Alberta, MAKE OATH AND SAY:

1. THAT I was personally present and did see the within
Bill of Sale duly signed, sealed and executed by "Paul J.D.
Miller" on behalf of SLX Canada Inc., the Seller in the said Bill
of Sale.
2. THAT I know the said party and that the name set and
subscribed as a witness to the execution thereof is of the proper
handwriting of me this deponent.
3. THAT the said Bill of Sale was executed at the City of
Calgary, in the Province of Alberta, on the 28th day of March,
1989.

SWORN BEFORE ME at the City)
of Calgary, in the Province of)
Alberta, this 28th day of)
March, 1989)
A Notary Public in and for the)
Province of Alberta)

JOHN W. GULAK
BARRISTER AND SOLICITOR


PETER WILLIAMS