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July 25, 2000

RECORDATION NO. **7058-E** FILED

JUL 26 '00

3-22 PM

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SURFACE TRANSPORTATION BOARD

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 January 5, 1989, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease of Equipment No. 3 which was previously filed with the Commission under Recordation Number 7058.

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

Sellers: GATX Leasing Corporation  
Four Embarcadero Center  
San Francisco, CA 94111

First Security Bank of Utah, N.A.  
79 South Main Street, 3<sup>rd</sup> Floor  
Salt Lake City, Utah 84111-1921

[Buyer: SLX Canada Inc.]

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

73 flatcars within the series CN 667100 - CN 667177 and 41 ore hoppers within the series CN 346500 - CN 346541

Mr. Vernon A. Williams  
July 25, 2000  
Page Two

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

Bill of Sale from GATX Leasing Corporation and First Security Bank of Utah, N.A., Sellers, to SLX Canada Inc. covering 73 flatcars within the series CN 667100 - CN 667177 and 41 ore hoppers within the series CN 346500 - CN 346541.

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/anm  
Enclosures

REGISTRATION NO. 7059-A  
SEP 12 1988 12 30 PM  
INTERSTATE COMMERCE COMMISSION

RELEASE OF SECURITY INTEREST

WHEREAS, the undersigned THE BOATMAN'S NATIONAL BANK OF ST. LOUIS, as Agent (the "Agent") is the holder of a Security Interest in certain locomotives pursuant to a Lease of Railroad Equipment dated as of May 1, 1973 between Burlington Northern Railroad Company (successor to St. Louis - San Francisco Railway company (the "Lessee") and Trust Company for USL, Inc. (the "Lessor"), as Trustee under a Trust Agreement dated May 1, 1973 and Assignment of Lease and Agreement dated as of May 1, 1973 between Lessor and Agent; and

WHEREAS, two Conditional Sale Agreements dated as of May 1, 1973 among General Motors Corporation (GMC) and General Electric Company (GE), (the "Agreements"), the Lessor and Lessee and Agreements and Assignments thereto, dated as of May 1, 1973 (the "Assignments") were assigned to Agent to secure payment of certain Certificates of Interest issued by Agent; and

WHEREAS, pursuant to the Agreements and Assignments thereto and the Lease and Assignment thereof, and except as so limited therein, all rights, title, interest, power, privileges and remedies of GMC and GE and the Lessor were assigned to the Agent; and

WHEREAS, all obligations under the Agreements and Assignments and Lease and Assignment have been satisfied by final payments of the Certificates of Interest issued by the Agent; now..

WHEREFORE, for good and valuable consideration the undersigned acknowledges payment in full and does further hereby release its Security Interest and all its rights, title and interest in and to the locomotives described in Exhibit A attached hereto.

The Lease and Assignment thereto were recorded with the Interstate Commerce Commission on May 23, 1973 and assigned ICC recordation number 7032-A. The Conditional Sale Agreement with GE and assignment thereto was filed with the Interstate Commerce Commission on May 23, 1973 and assigned ICC recordation number 7032. The Conditional Sale Agreement with GMC and assignment thereto was recorded with the Interstate Commerce Commission on June 13, 1973 and assigned ICC recordation number 7059.

The party below has caused this instrument to be executed in its name by its duly authorized representative on the 6th day of September, 1988.

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THE BOATMAN'S NATIONAL BANK  
OF ST. LOUIS, as Agent

By: [Signature]

Its Vice President



CORPORATE FORM OF ACKNOWLEDGEMENT

State of Missouri )  
County of St. Louis )      ss:

On this 6th day of September, 1988, before me personally appeared Calvin C. Cole, to me personally known, who being by me sworn, says that he is Vice President of The Boatmen's National Bank of St. Louis, that the seal affixed to the foregoing instrument is the seal of said entity, that said instrument was signed and sealed 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.

*Joy Marie Lincoln*  
Notary Public

JOY MARIE LINCOLN  
NOTARY PUBLIC - STATE OF MISSOURI  
ST. LOUIS COUNTY  
MY COMMISSION EXPIRES OCT. 16, 1990

(SEAL)

My commission expires: October 16, 1990

Exhibit A to  
Release of  
Security Interest

Description of Locomotives

	<u>Original Road Nos.</u>	<u>Current Road Nos.</u>
Twenty-six (26) model GP-38-2 2000 H.P. diesel-electric locomotives	SLSF400	BN2255
	SLSF401	BN2256
	SLSF402	BN2257
	SLSF403	BN2258
	SLSF404	BN2259
	SLSF405	BN2260
	SLSF406	BN2261
	SLSF407	BN2262
	SLSF408	BN2263
	SLSF409	BN2264
	SLSF410	BN2265
	SLSF411	BN2266
	SLSF412	BN2267
	SLSF413	BN2268
	SLSF414	BN2269
	SLSF415	BN2270
	SLSF416	BN2271
	SLSF417	BN2272
	SLSF418	BN2273
	SLSF419	BN2274
	SLSF420	BN2275
	SLSF421	BN2276
	SLSF422	BN2277
	SLSF423	BN2278
	SLSF424	BN2279
SLSF425	BN2280	
Nine (9) model U30B 3000 H.P. diesel-electric locomotives	SLSF844	BN5782
	SLSF845	BN5783
	SLSF846	BN5784
	SLSF847	BN5785
	SLSF849	BN5787
	SLSF850	BN5788
	SLSF851	BN5789
	SLSF852	BN5790
	SLSF853	BN5791