

#26
16024-G
16024-H

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

ROBERT W. ALVORD*
CHARLES T. KAPPLER
JOHN H. DOYLE*
GEORGE JOHN KETO*
RICHARD N. BAGENSTOS
JAMES C. MARTIN, JR.*

* ALSO ADMITTED IN NEW YORK
* ALSO ADMITTED IN OHIO
* ALSO ADMITTED IN MARYLAND

LAW OFFICES
ALVORD AND ALVORD

200 WORLD CENTER BUILDING
918 SIXTEENTH STREET, N.W.
WASHINGTON, D.C.
20006-2973

(202) 393-2288

RECORDATION NO. 16024-H, H

OF COUNSEL
URBAN A. LESTER

CABLE ADDRESS
"ALVORD"

TELEX
440367 A AND A

TELEFAX
(202) 393-2156

JAN 25 1989 - 4 20 PM January 25, 1989

INTERSTATE COMMERCE COMMISSION

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

No. 9-025A012
Date JAN 25 1989
Fee \$ 26.00

ICC Washington D.C.

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two copies each (an original and one certified true copy) of 1) a Bill of Sale dated as of December 23, 1988 and 2) a Lease Assignment Agreement dated as of December 23, 1988, secondary documents as defined in 49 C.F.R. Section 1177.1.

The enclosed documents relate to the locomotives (as described below) referred to in the Trust Indenture dated September 15, 1988 and the Lease of Equipment #2 dated as of September 20, 1988, which were duly filed and recorded with the Commission on November 14, 1988 and assigned Recordation Numbers 16024 and 16024-B, respectively.

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

Purchaser/Assignee: Sun Life Assurance Company
of Canada
200 University Avenue
Toronto, Ontario M5H 3C7
CANADA

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

JAN 25 1989

C.T. Sawyer

C.

826
16024 - G
16024 - H

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ALVORD AND ALVORD

200 WORLD CENTER BUILDING

918 SIXTEENTH STREET, N.W.

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1500 Bow Valley Square IV
250 6th Avenue S.W.
Calgary, Alberta T2P 3H7
CANADA

RECORDATION
JAN 25 1 23 PM '89
THE SECRETARY
OFFICE OF THE

C.T. Kowler

C. County

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
January 25, 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.

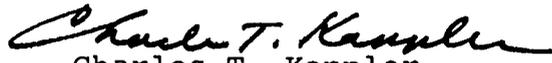
Also enclosed is a check in the amount of \$26 payable to the order of the Interstate Commerce Commission covering the required recordation fees.

Kindly return a stamped copy of each 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:

Bill of Sale and Lease Assignment Agreement, each dated December 23, 1988 and each between SLX Canada Inc., Seller/Assignor, and Sun Life Assurance Company of Canada, Purchaser/Assignee, covering three (3) SD-50F, 3600 HP Diesel Electric Locomotives marked CN 5448, CN 5449 and CN 5450.

Very truly yours,


Charles T. Kappler

Enclosures

SCHEDULE "A"

DESCRIPTION OF UNITS

TYPE: SD-50F, 3600 HP Diesel Electric Locomotives

SPECIFICATIONS: CN Specification F-30-8, Revised July 1986. Further correspondence between GMD and CN on file. Built in 1987.

BUILDER: General Motors of Canada Limited, London, Ontario

SERIAL NUMBERS: CN 5448 to CN 5450 (inclusive)

QUANTITY: 3

LOCATION OF UNITS
AT TIME OF EXECUTION
OF BILL OF SALE:

1. CN 5448: in transit in the Province of British Columbia.
2. CN 5449: in the Municipality of Metropolitan Toronto in the Province of Ontario.
3. CN 5450: in transit in the Province of Alberta.

Interstate Commerce Commission

Washington, D.C. 20423

1/25/89

OFFICE OF THE SECRETARY

Charles T. Kappler

Alvord & Alvord

918 16th St. N.W.

Washington-D.C. 20006

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/25/89 at 1:20pm, and assigned recordation number(s). 16024-G & 16024-H

Sincerely yours,



Secretary

Enclosure(s)

16024-A
JAN 25 1989 - 1 24 PM
INTESTATE COMMISSION COMMISSION BILL OF SALE

THIS BILL OF SALE is made and delivered pursuant to the Equipment Purchase Agreement (the "Agreement") made as of December 23, 1988 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 Sun Life Assurance Company of Canada having an office at 200 University Avenue, 13th Floor, Toronto, Ontario M5H 3C7 (the "Purchaser").

KNOW ALL MEN BY THESE PRESENTS, that the Seller for good and valuable consideration as set forth in the Agreement, 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.

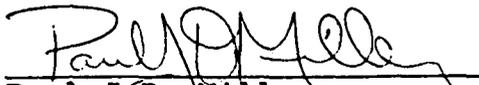
The Equipment is being sold hereunder on an "as is" "where is" basis and "with all faults". Except as set forth above the Seller makes no warranty, either expressed or implied, including any implied warranty as to merchantability, durability, fitness for a particular purpose, design or condition and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

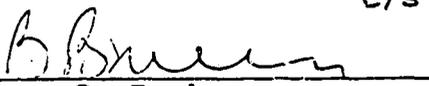
IN WITNESS WHEREOF, the Seller has caused this BILL OF SALE to be executed and delivered by its duly authorized officers as of the 23rd day of December 1988.



D.S. McLean

SLX Canada Inc.

By: 
Paul J.D. Miller
Director

By:  c/s
Bruce C. Barker
Director

SCHEDULE "A"

DESCRIPTION OF UNITS

TYPE: SD-50F, 3600 HP Diesel Electric Locomotives

SPECIFICATIONS: CN Specification F-30-8, Revised July 1986. Further correspondence between GMD and CN on file. Built in 1987.

BUILDER: General Motors of Canada Limited, London, Ontario

SERIAL NUMBERS: CN 5448 to CN 5450 (inclusive)

QUANTITY: 3

LOCATION OF UNITS
AT TIME OF EXECUTION
OF BILL OF SALE:

1. CN 5448: in transit in the Province of British Columbia.
2. CN 5449: in the Municipality of Metropolitan Toronto in the Province of Ontario.
3. CN 5450: in transit in the Province of Alberta.

ONTARIO) Bill of Sale dated
JUDICIAL DISTRICT OF YORK) December 23, 1988 between
TO WIT:) SLX Canada Inc. and
) Sun Life Assurance Company
) of Canada

I, David S. McLean, 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 23rd day of December, 1988.

SWORN before me at the
City of Toronto in the
Municipality of Metro-
politan Toronto this ^eth
day of January, 1989.

)
)
) D.S. McLean
)
)

Holly A. Rebel
A Notary Public in and for
the Province of Ontario

ONTARIO)
JUDICIAL DISTRICT OF YORK)
TO WIT:)

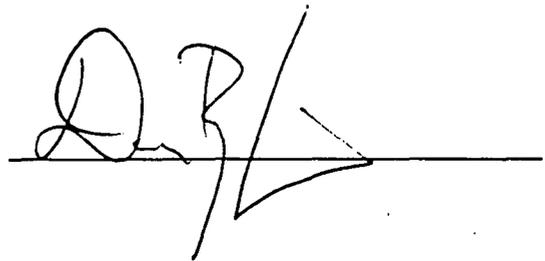
^{DBW} ✓ I, Don Baykiewicz, of the City of Calgary in the Province of Alberta, make oath and say:

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.

^{DBW} 3. THAT the said Bill of Sale was executed at the City of Calgary in the Province of Alberta on the 23rd day of December, 1988.
^{DBW} - 27th -

SWORN before me at the City)
of Calgary in the Province)
of Alberta this)
23rd day of December, 1988)
27th)



Peter Williams
A Commissioner, etc.
Notary Public for the
Province of Alberta

PETER A. WILLIAMS

DSM SLXCLOSE:VWBANK

CANADA)
)
PROVINCE OF ONTARIO)
)
TO WIT:)



I, James J.M. Anderson, of the ^{Town} City of Oakville in the Province of Ontario, MAKE OATH AND SAY:

1. That I am Director, Private Placements of Sun Life Assurance Company of Canada, the purchaser (the "Purchaser") in the foregoing Bill of Sale and that I am aware of the circumstances connected with the transaction therein and have a personal knowledge of the facts hereinafter deposed to and have authority to make this affidavit on behalf of the Purchaser.

2. That the said Bill of Sale was executed in good faith and that the sale therein made is bona fide and for good consideration as set forth in the said Bill of Sale and not for the mere purpose of protecting the chattels therein mentioned against the creditors of SLX Canada Inc., the seller (the "Seller") in the foregoing Bill of Sale or preventing such creditors from obtaining payment of any claim against the Seller.

SWORN TO BEFORE ME at the City)
of Toronto in the Province)
of Ontario Toronto this 23rd)
day of December, 1988.)




A NOTARY PUBLIC IN AND FOR THE)
PROVINCE OF ONTARIO)

IN TESTIMONY WHEREOF, I, the said Notary Public, have hereunto set my hand and affixed my Notarial Seal, the day and year first above written.

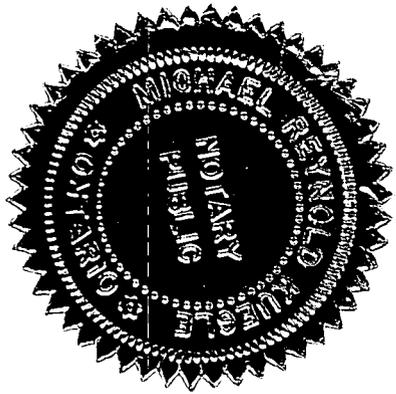
A NOTARY PUBLIC IN AND FOR THE
PROVINCE OF ONTARIO



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

I, MICHAEL R. KUEGLE, a Notary Public in and for the Province of Ontario, by Royal Authority duly appointed, residing at the City of Burlington, in the Regional Municipality of Halton, in the said Province, DO CERTIFY that the paper writing hereto annexed is a true copy of a document produced and shown to me and purporting to be a Bill of Sale made as of December 23, 1988 issued by SLX Canada Inc. to Sun Life Assurance Company of Canada, the said paper writing having been compared by me with the said original, an act whereof being requested I have granted under my notarial form and seal of office to serve and avail as occasion shall or may require.

IN TESTIMONY WHEREOF I have hereunto subscribed my name and affixed my seal of office at the said City of Toronto, in the Municipality of Metropolitan Toronto, this 11th day of January, 1989.



Michael R. Kuegle
Notary Public in and for the Province of Ontario