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LAW OFFICES
ALVORD AND ALVORD

200 WORLD CENTER BUILDING
918 SIXTEENTH STREET, N W
WASHINGTON, D.C.
20006-2973
(202) 393-2266

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

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

*ALSO ADMITTED IN NEW YORK
*ALSO ADMITTED IN MARYLAND

OF COUNSEL
URBAN A LESTER

CABLE ADDRESS
ALVORD

TELEX
440367 A AND A

TELEFAX
(202) 393-2156

RECORDATION NO 16728 FILED 1425

AJB

January 24, 1990

JAN 25 1990 - 12 20 PM

INTERSTATE COMMERCE COMMISSION
U-130A004

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

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) fully executed original copies each of 1) a Bill of Sale dated as of December 28, 1989, and 2) a Lease Assignment Agreement dated as of December 28, 1989, secondary documents as defined in the Commission's Rules for the Recordation of Documents.

The enclosed documents relate to the Lease of Equipment #14 dated as of September 1, 1989, which was filed and recorded on January 18, 1990 under Recordation Number 16728-B

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

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

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

Presented to C.T. Kappler

1990 JAN 25 11:50

Ms. Noreta R. McGee
INTERSTATE COMMERCE COMMISSION
January 24, 1990
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A description of the railroad equipment covered by the Bill of Sale is:

One hundred (100) 100-ton 50'6" box cars marked and numbered CNIS 412000 - CNIS 412099

A description of the railroad equipment covered by the Lease Assignment Agreement is:

One hundred (100) 100-ton 50'6" box cars marked and numbered CNIS 412000 - CNIS 412099 and four hundred (400) 100-ton 50'6" box cars marked and numbered CNIS 413200 - CNIS 413599.

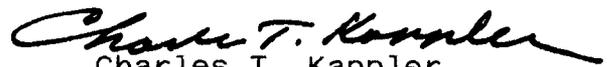
Also enclosed is a check in the amount of \$30 payable to the order of the Interstate Commerce Commission covering the required recordation fees.

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:

Bill of Sale and Lease Assignment Agreement, each dated as of December 28, 1989 and between SLX Canada Inc. and Sun Life Assurance Company of Canada, covering 100 box cars marked CNIS 412000 - CNIS 412099; and 500 box cars marked CNIS 412000 - CNIS 412099 and CNIS 413200 - CNIS 413599, respectively.

Very truly yours,


Charles T. Kappler

CTK/bvs

Enclosures

JAN 25 1990 -12 20 PM

BILL OF SALE

INTERSTATE COMMERCE COMMISSION

THIS BILL OF SALE is made and delivered pursuant to the Equipment Purchase and Assignment Agreement (the "Agreement") made as of December 28, 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 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.

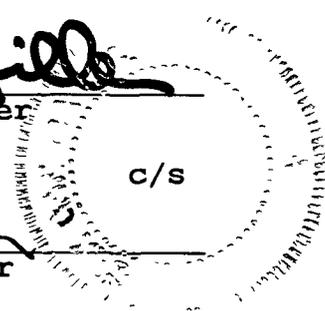
The Equipment is being sold hereunder on an "as is" "where is" basis and "with all faults". Except as set forth above the Seller makes no warranty, either expressed or implied, including any implied warranty as to merchantability, durability, fitness for a particular purpose, design or condition and 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 28th day of December, 1989.

SLX Canada Inc.

By: Paul J.D. Miller
Paul J.D. Miller
Director

By: Bruce C. Barker
Bruce C. Barker
Director



SCHEDULE A

DESCRIPTION OF UNITS

TYPE: Box Cars

SPECIFICATIONS: 100-ton 50'6" with end of car cushioning. AAR Class XM

BUILDER: National Steel Car Ltd.

IDENTIFICATION NUMBERS: CNIS 412000-099

QUANTITY: 100

RJP^SUNBOFS:VW

PROVINCE OF ONTARIO

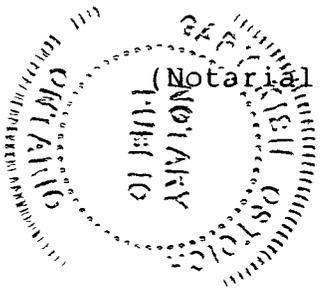
) In the matter of a bill of
) sale dated as of December
) 28, 1989 given by SLX Canada
) Inc.

CITY OF TORONTO

On this ^{December} 27th day of ⁸⁹ January, 1990, before me EL
personally appeared Bruce C. Barker to me personally known, who,
being by me duly sworn, says that he is the Chairman and
Secretary of SLX Canada Inc., that one of the seals affixed to
the foregoing instrument is the seal of said Corporation, that
said instrument was signed and sealed on behalf of said
Corporation by authority of its Board of Directors, that he EL
signed the said instrument on ^{December} January 22, 1990⁸⁹ on behalf of
said Corporation, and he acknowledged that the execution of the
foregoing instrument was the free act and deed of said
Corporation.



Notary Public in and for the
Province of Ontario



MAS^NOTARY2(4):VW