

16728-C

815

LAW OFFICES

ALVORD AND ALVORD

200 WORLD CENTER BUILDING

918 SIXTEENTH STREET, N W

WASHINGTON, D.C.

20006-2973

(202) 393-2266

February 12, 1990

OF COUNSEL
URBAN A LESTER

CABLE ADDRESS
ALVORD

TELEX
440367 A AND A

TELEFAX
(202) 393-2156

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

Ms. Noreta R. McGee
Secretary
INTERSTATE COMMERCE COMMISSION
Washington, D. C. 20423

0-044A076
16728-C
RECORDATION NO FILED 1425

FEB 13 1990 -2 10 PM

Dear Ms. McGee:

INTERSTATE COMMERCE COMMISSION

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) fully executed original copies each of a Bill of Sale dated as of January 22, 1990, a primary document as defined in the Commission's Rules for the Recordation of Documents.

The enclosed document relates 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.

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

Seller: NATIONAL STEEL CAR LIMITED
P. O. Box 450
Station A
Hamilton, Ontario L8N 3J4
CANADA

Purchaser: SUN LIFE ASSURANCE COMPANY OF CANADA
200 University Avenue
Toronto, Ontario M5H 3C7
CANADA

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

Countrywide - CT, Kappler

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
February 12, 1990
Page 2

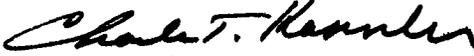
Also enclosed is a check in the amount of \$15 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

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

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

Bill of Sale dated as of January 22, 1990 between National Steel Car Limited, Seller, and Sun Life Assurance Company of Canada, Purchaser, covering 108 boxcars bearing CNIS marks and numbers.

Very truly yours,


Charles T. Kappler

CTK/bvs

Enclosure

Interstate Commerce Commission
Washington, D.C. 20423

2/13/90

OFFICE OF THE SECRETARY

Charles T. Kappler
Alvord And Alvord
200 World Center Building
918 Sixteenth Street, N. W.
Washington, D. C. 20006-2973

Dear Sirs:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/13/90 at 2:10PM , and assigned recordation number(s). 16728-C

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

RECORDED NO. 16728-C FILED 1428

FEB 13 1990 - 2 10 PM

BILL OF SALE

INTERSTATE COMMERCE COMMISSION

NATIONAL STEEL CAR LIMITED (the "Builder"), in consideration of the sum of Six Million, Five Hundred and Thirty Seven Thousand, Seven Hundred and Four Dollars and Seventy Six Cents (\$ 6,537,704.76), being payment in full of the Purchase Price of the units of railroad equipment described on the attached Schedule A (the "Units") delivered to Sun Life Assurance Company of Canada ("Sun Life") pursuant to the Direction and Disbursement Agreement among CANADIAN NATIONAL RAILWAY COMPANY, SLX CANADA INC. ("SLX") and NATIONAL STEEL CAR LIMITED, dated as of September 14, 1989, and the Equipment Purchase and Assignment Agreement between SLX and SUN LIFE, dated December 28, 1989 does hereby transfer to Sun Life all its right, title and interest in the Units.

The Builder hereby warrants to Sun Life that immediately prior to the delivery hereof the Builder had legal title to such Units and good and lawful right to sell such Units and such Units were free of all claims, liens, security interests and other encumbrances of any nature arising from, through or under the Builder.

The Builder covenants to defend such title to such Units against demands of all persons whomsoever based on claims arising from, through or under the Builder originating prior to the delivery hereof.

IN WITNESS WHEREOF, the Builder has caused this instrument to be duly executed as of the 22nd day of January, 1990.

NATIONAL STEEL CAR LIMITED

Colomba Wollaston
Witness

[Signature]
Vice President - Finance

Colomba Wollaston

David E. Poole

SCHEDULE A
 TO BILL OF SALE
 DATED JANUARY 22, 1990
 INVOICE 16786

ACCEPTANCE DATE	CNIS CAR SERIES NUMBERS	CNIS CAR SERIES NUMBERS	QUANTITY	CUMULATIVE QUANTITY THIS SCHEDULE
13-Dec-89	413236	413420	10	10
	413430	413449		
	413450	413455		
	413462	413463		
	413464	413465		
14-Dec-89	413214	413245	10	20
	413308	413421		
	413456	413466		
	413469	413470		
	413471	413472		
15-Dec-89	413266	413298	10	30
	413394	413396		
	413405	413419		
	413427	413436		
	413461	413473		
18-Dec-89	413252	413270	10	40
	413407	413422		
	413424	413425		
	413467	413468		
	413478	413479		
20-Dec-89	413347	413356	20	60
	413402	413406		
	413408	413418		
	413474	413475		
	413476	413480		
	413333	413358		
	413404	413438		
	413477	413481		
	413482	413483		
	413486	413487		

SCHEDULE A
 TO BILL OF SALE
 DATED JANUARY 22, 1990
 INVOICE 16786

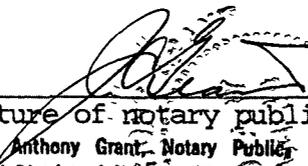
ACCEPTANCE DATE	CNIS CAR SERIES NUMBERS	CNIS CAR SERIES NUMBERS	QUANTITY	CUMULATIVE QUANTITY THIS SCHEDULE			
22-Dec-89	413353	413360	20	80			
	413395	413423					
	413434	413437					
	413484	413485					
	413488	413489					
	413253	413363					
	413397	413416					
	413490	413491					
	413492	413493					
	413495	413496					
	02-Jan-90	413398			413400	6	86
		413494			413497		
		413500			413501		
04-Jan-90	413401	413415	12	98			
	413498	413502					
	413503	413508					
	413292	413303					
	413504	413505					
	413509	413514					
05-Jan-90	413506	413507	6	104			
	413510	413511					
	413512	413513					

CORPORATE FORM OF ACKNOWLEDGEMENT

Province of Ontario

Country of Canada

As at this 22nd day of January, 1990, before me personally appeared David E. Poole and M. G. Nichols, to me personally known, who being by me duly sworn, says that he is the Comptroller and Vice President of Finance respectively of National Steel Car Limited, that the seal affixed to the BILL OF SALE, dated January 22, 1990 is the corporate seal of said corporation, 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.


Signature of notary public

James Anthony Grant, Notary Public,
Judicial District of Hamilton-Wentworth,
limited to the attestation of instruments
and the taking of affidavits for
National Steel Car Limited.
Expires May 1, 1992.

