

NEW No.

- A  
- B

#45

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

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

Dear Ms. McGee:

Enclosed for recordation pursuant to the provision of 49 U.S.C. Section 11303(a) are two executed original copies each of 1) Lease of Equipment #22 dated as of March 30, 1990, and 2) Lease Assignment Agreement dated as of March 30, 1990 (primary and secondary documents, respectively, as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177) and Bill of Sale dated as of March 30, 1990 (a primary document, as so defined).

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

Lessor/Assignor/

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

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

Assignee/

Purchaser: The Canada Life Assurance Company  
330 University Avenue, 6th Floor  
Toronto, Ontario M5G 1R8  
CANADA

*Quantity 2 CT. Kappler*

Ms. Noreta R. McGee  
Secretary  
INTERSTATE COMMERCE COMMISSION  
May 25, 1990  
Page Two

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

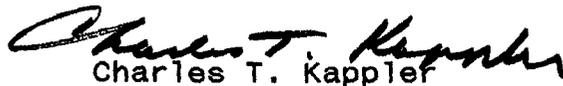
Also enclosed is a check in the amount of \$45 payable to the order of the Interstate Commerce Commission covering the required recordation fees.

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 #22 dated as of March 30, 1990 between SLX Canada Inc., Lessor and Canadian National Railway Company, Lessee; Lease Assignment Agreement dated as of March 30, 1990 between SLX Canada Inc., Assignor, and The Canada Life Assurance Company, Assignee, and Bill of Sale dated as of March 30, 1990 between SLX Canada Inc., Seller, and The Canada Life Assurance Company, Purchaser, covering ten (10) Dash 8-40CM 4000 HP Locomotives marked CN 2402, 2403 and 2405 - 2412.

Very truly yours,

  
Charles T. Kappler

CTK/bg  
Enclosures

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RECORDATION NO. FILED 1425

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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 30, 1990 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 Canada Life Assurance Company having an office at 330 University Avenue, 6th Floor, Toronto, Ontario M5G 1R8 (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.

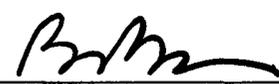
IN WITNESS WHEREOF, the Seller has caused this BILL OF SALE to be executed and delivered by its duly authorized officers as of the 30th day of March, 1990.

SLX Canada Inc.

By:

  
Paul J.O. Miller  
Director

By:

  
Bruce C. Barker  
Director

c/s

SCHEDULE A

DESCRIPTION OF UNITS

**TYPE:** Locomotives

**SPECIFICATIONS:** Dash 8-40CM, 4000 HP Locomotives complete with GE FDL16 diesel engines, 26 LUM dynamic braking system, 390,000 lb. nominal weight and 4,600 U.S. gallon fuel tank capacity.

**BUILDER:** General Electric Canada Inc.

**IDENTIFICATION NUMBERS:** CN 2402  
CN 2403  
CN 2405 - 12 (inclusive)

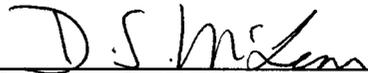
**QUANTITY:** 10

PROVINCE OF ONTARIO

CITY OF TORONTO

) In the matter of a bill of  
) sale dated as of March 30, 1990  
) given by SLX Canada Inc.

On this 17<sup>th</sup> day of ~~April~~<sup>May</sup>, 1990, before me 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 signed the said instrument on ~~April~~<sup>May 17</sup>, 1990 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

(Notarial Seal)