

NOV 2 '99

8-15PM

# HOPKINS & SUTTER

(A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS)

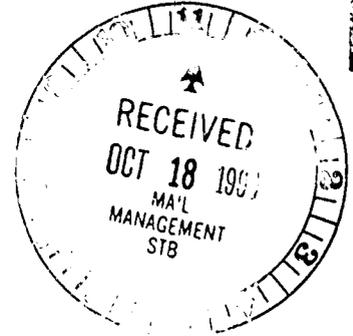
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MARY P. SCLAWY  
(248) 740-6602  
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E-Mail: [MSclawy@hopsut.com](mailto:MSclawy@hopsut.com)

October 11, 1999

Secretary  
Surface Transportation Board  
Room 704  
1925 K Street, NW  
Washington, DC 20423-0001

Dear Secretary:

Enclosed for recordation pursuant to statute and 49 CFR 1177 are counterparts of a Memorandum of Lease Termination and Equipment Disposition, dated as of October 1, 1999, and executed by SLX Canada Inc. and Canadian National Railway Company. A Lease of Equipment #12 was dated as of June 30, 1989. The units covered by the Lease are 75 66-foot, 100-ton bulkhead flatcars, bearing road numbers CNIS 621000 through 621074, both inclusive.

The Lease was recorded with the ICC on August 4, 1989 under primary recordation number 16462.

The parties to the Lease are:

Lessor: SLX Canada Inc.

Lessee: Canadian National Railway Company

Enclosed is our check in the amount of \$26.

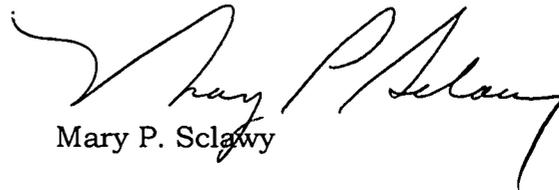
Please accept one counterpart of this document for filing as a secondary

Secretary  
October 11, 1999  
Page 2

document, stamp the remaining counterparts with your recordation number and return them and the fee receipt to the undersigned at the following address:

Mary P. Sclawy  
Hopkins & Sutter  
2800 Livernois  
Suite 220  
Troy, MI 48083-1240

Sincerely,



Mary P. Sclawy

Enclosure

cc: John A.N. Lamont: Re CN File Reference SLX/CN Lease #12

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( SLX / CN Lease # 12 )

**MEMORANDUM OF LEASE TERMINATION AND EQUIPMENT DISPOSITION** dated as of October 1, 1999 between **SLX Canada Inc. ("SLX")** and **Canadian National Railway Company ("CN")**.

**WHEREAS**, SLX is the lessor, of the units of railroad rolling stock described on Schedule A hereto (the "Equipment), under that certain Lease of Equipment # 12 dated as of June 30, 1989 (the "Lease") with CN as lessee;

**AND WHEREAS**, SLX acknowledges that CN has fully performed its obligations under the Lease.

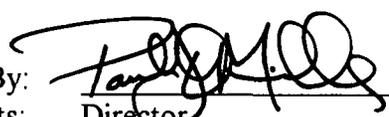
**IN WITNESS WHEREOF**, the parties wish to show for the public record that on the date first above written:

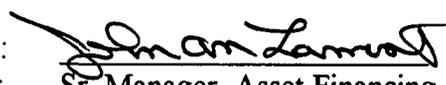
- 1) The Lease was terminated, by SLX and CN, in accordance with its terms;
- 2) SLX and CN acknowledge that certain indemnity provisions of the Lease survive the termination thereof, as more particularly specified therein;
- 3) The Equipment was sold, by SLX to CN, free and clear of all encumbrances arising through SLX pursuant to a Bill of Sale of even date herewith;

and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized.

**SLX CANADA INC.,**  
as lessor and seller

**CANADIAN NATIONAL RAILWAY COMPANY,**  
as lessee and buyer

By:   
Its: Director

By:   
Its: Sr. Manager, Asset Financing

By:   
Its: Director

Note: On August 4, 1989 at 10:55 A.M., the Lease was filed with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) pursuant to 49 U.S.C. S11303 (now S11301) under primary recordation number 16462; and

On August 2, 1989 at 12:08 P.M., the Lease was deposited in the Office of the Registrar General of Canada pursuant to Section 90 of the Railway Act of Canada (now Section 105 of the Canada Transportation Act).

SCHEDULE A

- 75     **66' 100-ton Bulkhead Flatcars** with wood floors and 15" end of car cushioning built in 1974 and 1975 by Marine Industries, Ltd. in Sorel, Quebec with the following marks and road numbers:

CNIS 621000 to CNIS 621074 inclusive.

*del*

PROVINCE OF QUEBEC )  
 ) ss:  
DISTRICT OF MONTREAL )

*In the matter of a Memorandum  
dated as of October 1, 1999  
between SLX and CN.*

On this 15<sup>th</sup> day of September, 1999, before me personally appeared John A.N. Lamont, to me personally known, who, being by me duly sworn, says that he is Sr. Manager Asset Financing of Canadian National Railway Company, that the foregoing instrument was signed 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.

  
\_\_\_\_\_  
Attorney / Avocat

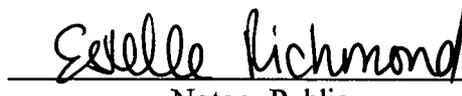
Bar # 199066-0

[Seal]

PROVINCE OF ONTARIO )  
 ) ss:  
CITY OF TORONTO )

*In the matter of a Memorandum  
dated as of October 1, 1999  
between SLX and CN.*

On this 28 day of Sept, 1999, before me personally appeared Bruce E. Barker, to me personally known, who, being by me duly sworn, says that such person is a Director of SLX Canada Inc., that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
Notary Public

[Notarial Seal]