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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

May 6, 2003

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

RECORDATION NO. 20927-A FILED

MAY 06 '03 3:36 PM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are four (4) copies of a Bill of Sale, dated as of May 1, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Bill of Sale which was previously filed with the Board under Recordation Number 20927.

The name and address of the party to the enclosed document are:

Seller: Manufacturers and Traders
Trust Company
(successor in interest to Allfirst Bank
f/k/a The First National Bank of Maryland)
25 South Charles Street
Baltimore, MD 21201

[Buyer: Canadian National Railway Company
935 de la Gauchetiere Street West
Montreal, Quebec
Canada H3B 2M9]

Mr. Vernon A. Williams
May 6, 2003
Page Two

A description of the railroad equipment covered by the enclosed document is:

139 railcars within the series SLGG 19005 – SLGG 19444

A short summary of the document to appear in the index follows:

Bill of Sale

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anr
Enclosures

REGISTRATION NO.

20927-A
FILED

BILL OF SALE

MAY 06 '03

3:36 PM

SERVICE TRANSPORTATION BOARD

KNOW ALL MEN BY THESE PRESENTS THAT, in consideration of the payment of one dollar (\$1) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, **Manufacturers and Traders Trust Company** ("Seller") does hereby grant, bargain, sell, convey, transfer and deliver to **Canadian National Railway Company** ("Purchaser"), its successors and assigns, all right, title and interest of Seller in and to the one-hundred thirty-nine (139) 70-ton 50' SLGG marked boxcars specifically identified on Exhibit B-2 hereto (the "Cars"), **TO HAVE AND TO HOLD** the same unto Purchaser, its successors and assigns, for its and their own use and behoof forever.

Seller does hereby assign, grant, bargain, sell, convey, transfer and deliver to Purchaser, its successors and assigns forever, all right, title, interest, powers and privileges of Seller in and to such warranties, if any, made by third parties with respect to the Cars as currently exist or will exist to the extent that Seller has rights in such warranties and such rights are assignable.

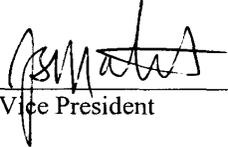
Seller represents and warrants as follows:

(a) THE CARS ARE PURCHASED BY PURCHASER "AS IS, WHERE IS" AND SELLER DOES NOT MAKE ANY WARRANTIES OR REPRESENTATIONS, EXPRESS OR IMPLIED, AS TO THE CONDITION OF THE CARS, MERCHANTABILITY OF THE CARS, FITNESS OF THE CARS FOR A PARTICULAR PURPOSE OR ANY OTHER MATTER CONCERNING THE CARS.

(b) Seller has good, valid and marketable title to the Cars free and clear of all liens, pledges, security interests, charges, encumbrances or other defects of title of any nature whatsoever, and there is no contract, covenant or restriction which prevents Seller from conveying or transferring to Purchaser unencumbered title to the Cars or giving possession of the Cars to Purchaser.

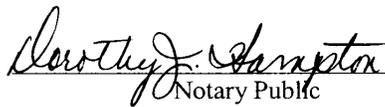
IN WITNESS WHEREOF, Seller has executed this instrument in Baltimore, Maryland, as of this 1st day of May, 2003.

**MANUFACTURERS AND TRADERS
TRUST COMPANY,**

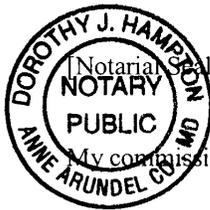
By: 
Title: Vice President

STATE OF MARYLAND, CITY OF BALTIMORE, TO WIT:

On this 1st day of May, 2003 before me personally appeared, Jeffrey S. Mastroleo, to me personally known, who being by me duly sworn, says that he is a Vice President of MANUFACTURERS TRADERS TRUST COMPANY, that said 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.



Notary Public



DOROTHY J. HAMPTON
NOTARY PUBLIC ANNE ARUNDEL CO., MD
My Commission Expires 11/15/2005
My commission expires:

Exhibit B-2 to Bill of Sale

Exhibit B-2 to Bill of Sale

MARK	NUMBER	MARK	NUMBER	MARK	NUMBER
1	SLGG 19005	51	SLGG 19180	101	SLGG 19332
2	SLGG 19009	52	SLGG 19182	102	SLGG 19337
3	SLGG 19012	53	SLGG 19183	103	SLGG 19338
4	SLGG 19013	54	SLGG 19184	104	SLGG 19339
5	SLGG 19015	55	SLGG 19186	105	SLGG 19340
6	SLGG 19020	56	SLGG 19195	106	SLGG 19343
7	SLGG 19026	57	SLGG 19197	107	SLGG 19344
8	SLGG 19029	58	SLGG 19201	108	SLGG 19347
9	SLGG 19030	59	SLGG 19205	109	SLGG 19354
10	SLGG 19032	60	SLGG 19206	110	SLGG 19356
11	SLGG 19034	61	SLGG 19210	111	SLGG 19359
12	SLGG 19038	62	SLGG 19214	112	SLGG 19360
13	SLGG 19039	63	SLGG 19216	113	SLGG 19365
14	SLGG 19043	64	SLGG 19217	114	SLGG 19366
15	SLGG 19051	65	SLGG 19218	115	SLGG 19381
16	SLGG 19056	66	SLGG 19222	116	SLGG 19385
17	SLGG 19061	67	SLGG 19224	117	SLGG 19386
18	SLGG 19063	68	SLGG 19227	118	SLGG 19387
19	SLGG 19066	69	SLGG 19228	119	SLGG 19389
20	SLGG 19067	70	SLGG 19230	120	SLGG 19395
21	SLGG 19068	71	SLGG 19231	121	SLGG 19400
22	SLGG 19076	72	SLGG 19233	122	SLGG 19402
23	SLGG 19084	73	SLGG 19234	123	SLGG 19405
24	SLGG 19093	74	SLGG 19239	124	SLGG 19410
25	SLGG 19096	75	SLGG 19243	125	SLGG 19411
26	SLGG 19104	76	SLGG 19244	126	SLGG 19413
27	SLGG 19108	77	SLGG 19248	127	SLGG 19414
28	SLGG 19114	78	SLGG 19250	128	SLGG 19417
29	SLGG 19118	79	SLGG 19259	129	SLGG 19420
30	SLGG 19119	80	SLGG 19261	130	SLGG 19423
31	SLGG 19120	81	SLGG 19273	131	SLGG 19426
32	SLGG 19122	82	SLGG 19275	132	SLGG 19429
33	SLGG 19126	83	SLGG 19276	133	SLGG 19430
34	SLGG 19128	84	SLGG 19284	134	SLGG 19431
35	SLGG 19129	85	SLGG 19288	135	SLGG 19433
36	SLGG 19130	86	SLGG 19291	136	SLGG 19436
37	SLGG 19138	87	SLGG 19292	137	SLGG 19439
38	SLGG 19139	88	SLGG 19293	138	SLGG 19440
39	SLGG 19143	89	SLGG 19296	139	SLGG 19444
40	SLGG 19145	90	SLGG 19298		
41	SLGG 19147	91	SLGG 19301		
42	SLGG 19148	92	SLGG 19307		
43	SLGG 19151	93	SLGG 19310		
44	SLGG 19162	94	SLGG 19312		
45	SLGG 19167	95	SLGG 19319		
46	SLGG 19169	96	SLGG 19320		
47	SLGG 19173	97	SLGG 19325		
48	SLGG 19174	98	SLGG 19327		
49	SLGG 19176	99	SLGG 19329		
50	SLGG 19177	100	SLGG 19330		