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RECORDATION NO. 25675 FILED

JUN 30 '05 1-49 PM

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SURFACE TRANSPORTATION BOARD

June 30, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001



Dear Mr. Williams:

I have enclosed an original and one counterpart of the document described below, to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code.

This document is a Bill of Sale between Scott Capital Group Inc. ("Seller") and Citibank Canada ("Buyer"), a primary document, dated as of June 29, 2005 and effective as of November 30, 2004. This document relates to one hundred (100) 53-Foot Triple Platform 70 Ton Double Stack Well Cars manufactured by National Steel Cars and bearing identification marks and numbers CP 523100 through CP 523199, inclusive (the "Equipment").

The names and addresses of the parties to the document are as follows:

SELLER: Scott Capital Group Inc.
1005 Skyview Drive
Burlington, Ontario
Canada L7P 5B1

BUYER: Citibank Canada
123 Front Street
Toronto, Ontario
Canada M5J2M3

Mr. Vernon A. Williams
June 30, 2005
Page 2

A description of the Equipment covered by the document follows:

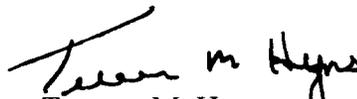
One hundred (100) 53-Foot Triple Platform 70 Ton Double Stack Well Cars manufactured by National Steel Cars and bearing identification marks and numbers CP 523100 through CP 523199, inclusive.

The prescribed recordation fee of \$33.00 is enclosed. Please return any extra copies not needed by the Board for recordation to the person hand-delivering the documents.

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

Bill of Sale between Scott Capital Group Inc. ("Seller") and Citibank Canada ("Buyer"), a primary document, dated as of June 29, 2005 and effective as of November 30, 2004, relating to one hundred (100) 53-Foot Triple Platform 70 Ton Double Stack Well Cars manufactured by National Steel Cars and bearing identification marks and numbers CP 523100 through CP 523199, inclusive.

Sincerely yours,


Terence M. Hynes

Enclosure

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SURFACE TRANSPORTATION BOARD



BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS:

That Scott Capital Group Inc. (hereinafter called "Seller") in consideration of the sum of USD\$10,877,740 the receipt whereof is hereby acknowledged, in hand paid by Citibank Canada, (hereinafter called "Buyer"), does hereby GRANT, BARGAIN, SELL, CONVEY, TRANSFER AND DELIVER unto Buyer on an "as-is, where-is" basis, without warranties of any kind whatsoever, all of its right, title and interest in the following described equipment:

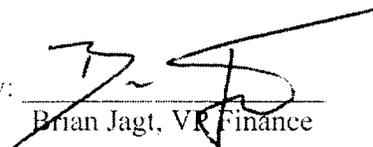
ILR# 100-PACK WELL CARS - One hundred (100) 2001 built 53-Foot Triple Platform 70 ton National Steel Car Double Stack Well Cars bearing unit numbers CP523100- CP 523199

Effective Date of Sale is November 30, 2004

TO HAVE AND TO HOLD the said equipment unto the Buyer, its successors and assigns forever.

IN WITNESS WHEREOF Seller has caused these presents to be executed by its duty authorized officer, and its corporate seal to be affixed this 29th day of June 2005

SCOTT CAPITAL GROUP INC.

By: 
Brian Jagt, VP Finance