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July 25, 2000

RECORDATION NO. 7096-H FILED

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

JUL 26 '00 3-22 PM  
TS  
SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale dated as of January 5, 1989, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease of Equipment No. 2 which was previously filed with the Commission under Recordation Number 7096.

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

Sellers: GATX Leasing Corporation  
Four Embarcadero Center  
San Francisco, CA 94111

First Security Bank of Utah, N.A.  
79 South Main Street, 3<sup>rd</sup> Floor  
Salt Lake City, Utah 84111-1921

[Buyer: SLX Canada Inc.]

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

264 flatcars within the series DWC 605014 - DWC 605599 and 50 covered  
hoppers within the series CNIS 374524 - CNIS 374574 .

Mr. Vernon A. Williams  
July 25, 2000  
Page Two

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

Bill of Sale from GATX Leasing Corporation and First Security Bank of Utah, N.A., Sellers, to SLX Canada Inc. covering 264 flatcars within the series DWC 605014 - DWC 605599 and 50 covered hoppers within the series CNIS 374524 - CNIS 374574.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee and cross indexing fee.

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

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

JUL 26 '00 3-22 PM

BILL OF SALE

SURFACE TRANSPORTATION BOARD

GATX Leasing Corporation, as Beneficial Owner and First Security Bank of Utah, N.A., as Owner Trustee, (hereinafter collectively called the "Seller"), for valuable consideration paid by SLX Canada Inc. (hereinafter called the "Buyer"), at or before the execution and delivery of these presents, the receipt and sufficiency of which is hereby acknowledged, does hereby grant, sell, transfer and set over unto the Buyer, its successors and assigns, the property described in Schedule A attached hereto (the "Property").

TO HAVE AND TO HOLD the above described Property unto the Buyer, its successors and assigns, for its and their own use and behalf, forever.

And the Seller hereby warrants unto the Buyer, its successors and assigns that, as of the date hereof, the Seller has legal title to the Property and good lawful right to dispose of said Property, and the Seller, for itself, its successors and assigns, covenants that it will warrant and defend such title against all claims and demands whatsoever.

The Seller further warrants that the aforesaid Property is free and clear of all claims, liens, security interests and other encumbrances of record by or in favor of any person claiming by, through or under the Seller other than such claims, liens, security interests and other encumbrances which are the responsibility of the Buyer in its capacity as Lessee under the Lease of Equipment No. 2, dated as of April 15, 1973, between the Owner Trustee and the Buyer.

THE AFORESAID PROPERTY IS BEING SOLD HEREIN ON AN "AS IS, WHERE IS" BASIS AND "WITH ALL FAULTS". THE SELLER MAKES NO OTHER REPRESENTATION OR WARRANTY, EITHER EXPRESS OR IMPLIED, INCLUDING ANY IMPLIED WARRANTY OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OR USE, AND EXPRESSLY DISCLAIMS LIABILITY FOR LOST PROFIT OR FOR INDIRECT, INCIDENTAL, CONSEQUENTIAL, OR COMMERCIAL LOSSES AND ALL OTHER OBLIGATIONS OR LIABILITIES.

IN WITNESS WHEREOF, the Seller has caused this Bill of Sale to be executed in its name by a duly authorized representative on this 5th day of January, 1989.

GATX LEASING CORPORATION  
(Beneficial Owner)

By [Signature]  
Title \_\_\_\_\_

FIRST SECURITY BANK OF UTAH, N.A.  
(Owner Trustee)

By [Signature]  
Title ASSISTANT TRUST OFFICER

SCHEDULE A

EQUIPMENT SCHEDULE

<u>Quantity</u>	<u>Type</u>	<u>Serial Numbers</u>
264	52'8" 70-Ton Bulkhead Flatcars	DWC 605014 to 605078 DWC 605080 to 605181 DWC 605183 to 605199 DWC 605207, 605213 DWC 605230, 605268 DWC 605273, 605276 DWC 605293, 605299 DWC 605309, 605373 DWC 605443, 605464 DWC 605484 DWC 605487 DWC 605522 to 605524 DWC 605526 to 605527 DWC 605531, 605534 DWC 605536 DWC 605539, 605540 DWC 605542 to 605555 DWC 605557 to 605565 DWC 605567 to 605599
50	3300 Cu. Ft. Pressure Flow Covered Hoppers	CNIS 374524 to 374555 CNIS 374557 to 374574

CANADA )  
 )  
PROVINCE OF QUEBEC )  
 )  
JUDICIAL DISTRICT )  
OF MONTREAL )

TO ALL WHOM THESE PRESENTS  
MAY COME, BE SEEN OR KNOWN

I, JOHN A.N. LAMONT, a Commissioner for Oaths in and for the Province of Quebec, by the authority thereof duly appointed, residing in the City of Montreal, in the District of Montreal, in the said Province, DO HEREBY CERTIFY that the paper writing, unto which this certificate is annexed, is a true and correct copy of a **BILL OF SALE** executed by **GATX Leasing Corporation, and First Security Bank of Utah, N.A., on January 5, 1989 in favour of SLX Canada Inc.**, the same having been compared by me with the original document, an act whereof being requested I have granted under my hand and seal of office to serve and avail as occasion shall or may require.

DATED at Montreal, Quebec this 15 th day of July, 2000.



A Commissioner for Oaths in and  
for all judicial districts of the  
Province of Quebec, Canada

My Commission expires: September 14, 2001

Seal: JOHN LAMONT  
Commissioner for Oaths  
Commissaire à l'Assermentation  
Province of Quebec  
Expires September 14, ~~1995~~ 2001