

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1600 K STREET, NW  
SUITE 200  
WASHINGTON, D.C.  
20006-2973  
—  
(202) 393-2266  
FAX (202) 393-2156

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

July 25, 2000

RECORDATION NO. 7172-F FILED

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

JUL 26 '00 3-23 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. 5 which was previously filed with the Commission under Recordation Number 7172.

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:

74 flatcars within the series CN 667181 - CN 667924 and 11 ore hoppers within the series CN 346506 - CN 346553.

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 74 flatcars within the series CN 667181 - CN 667924 and 11 ore hoppers within the series CN 346506 - CN 346553.

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,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anm  
Enclosures

BILL OF SALE

South Shore Bank, 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. 5, 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 5<sup>th</sup> day of January, 1989.

SOUTH SHORE BANK  
(Beneficial Owner)

By G. Daitman  
Title Treasurer

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

By Dee B. Curtis  
Title ASSISTANT TRUST OFFICER

REGISTRATION NO. 7172-F FILED

JUL 26 '00 3-23 PM

SURFACE TRANSPORTATION BOARD

SCHEDULE A

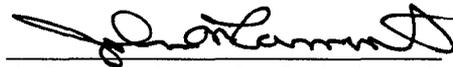
EQUIPMENT SCHEDULE

<u>Quantity</u>	<u>Type</u>	<u>Serial Numbers</u>
11	100-ton Steel Cylindrical Tank Ore Hoppers	CN 346506, 346542 CN 346544 CN 346546 to 346553
74	62'6" 100-ton Flatcars	CN 667181, 667190 CN 667194 CN 667197 to 667199 CN 667232 to 667274 CN 667900 to 667924

CANADA ) TO ALL WHOM THESE PRESENTS  
 )  
PROVINCE OF QUEBEC ) MAY COME, BE SEEN OR KNOWN  
 )  
JUDICIAL DISTRICT )  
OF MONTREAL )

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 18 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