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July 25, 2000

RECORDATION NO. **7058-E** FILED

JUL 26 '00

3-22 PM

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SURFACE TRANSPORTATION BOARD

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

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. 3 which was previously filed with the Commission under Recordation Number 7058.

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, 3rd Floor
Salt Lake City, Utah 84111-1921

[Buyer: SLX Canada Inc.]

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

73 flatcars within the series CN 667100 - CN 667177 and 41 ore hoppers within the series CN 346500 - CN 346541

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 73 flatcars within the series CN 667100 - CN
667177 and 41 ore hoppers within the series CN 346500 - CN 346541.

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 '80 3-22 PM

BILL OF SALE

SURFACE TRANSPORTATION BOARD

GATX Leasing Corporation and South Shore Bank, as Beneficial Owners, 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. 3, 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 26th day of January, 1989.

GATX LEASING CORPORATION
(Beneficial Owner)

SOUTH SHORE BANK
(Beneficial Owner)

By [Signature]
Title _____

By [Signature]
Title Treasurer

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>
41	100-ton Steel Cylindrical Tank Ore Hoppers	CN 346500 to 346505 CN 346507 to 346541
73	62'6" 100-ton Flatcars	CN 667100 to 667167 CN 667169 to 667170 CN 667174 to 667175 CN 667177

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 16 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, 2001