

See 8144-H
for release of some
of the car #s
& address car #s

Car #s same as 8144-C

8144-D
RECORDATION NO. Filed & Recorded

DEC 17 1975 -4 12 PM

INTERSTATE COMMERCE COMMISSION

TRANSFER AGREEMENT

November 1, 1975

Mercantile-Safe Deposit and Trust
Company, as Agent
Two Hopkins Plaza
Baltimore, Maryland 21203

The undersigned proposes to acquire the used rail-
road equipment described in Annex I hereto (hereinafter
called the Hulks) from Louisville and Nashville Railroad Com-
pany (hereinafter called the Railroad) and desires to have
such Hulks reconstructed. The undersigned hereby agrees with
you as follows:

1. In order to cause the Hulks to be reconstructed
and sold to us by you on conditional sale, the under-
signed hereby assigns and transfers to you, without war-
ranties as to title or workmanship, security title to
the Hulks.

2. You will hold security title under and pursuant
to the Reconstruction and Conditional Sale Agreement
dated as of November 1, 1975 (hereinafter called the
Agreement), among you, L & N Investment Corporation
(hereinafter called the Builder) and us and you will
request that the Hulks be reconstructed, pursuant
thereto in accordance with the specifications referred
to in Schedule A thereto. In accordance with the Agree-
ment the undersigned will cause the Hulks to be deliv-
ered to the Builder on your behalf.

3. Upon completion of the reconstruction, the
reconstructed Hulks will be delivered and conditionally
sold by you to us in accordance with the Agreement.

4. If Hulks are excluded from the Agreement you
shall reassign to us your interest in such Hulks, with-
out warranty.

5. It is understood and agreed that this Agreement
is being entered into solely to permit you to effectuate
the foregoing and your interests in the Hulks, in pres-
ent form or as reconstructed, is a security interest and
that we shall at all times be the beneficial owner of
the same.

If the foregoing is in accordance with your under-

standing, please sign a copy of this letter in the space provided and return it to the undersigned, whereupon this letter shall become a valid and binding agreement between us.

Very truly yours,

FIRST SECURITY BANK OF UTAH,
NATIONAL ASSOCIATION, as
Trustee

by


Authorized Officer

[SEAL]

Attest:

by


Authorized Officer

ACCEPTED:

MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY,
as Agent,

by


Assistant Vice President

STATE OF UTAH ,)
) ss.:
COUNTY OF SALT LAKE,)

On this *10th* day of *December* 1975, before me personally appeared *Ralph B. Johnson*, to me personally known, who, being by me duly sworn, says that he is an Authorized Officer of First Security Bank of Utah, National Association, that the seal affixed to the foregoing instrument is the corporate seal of said association and that said instrument was signed and sealed on behalf of said association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was a free act and deed of said association.

Julia M. Paris

Notary Public

[NOTARIAL SEAL]

My commission expires

May 23, 1979

TRANSFER AGREEMENT

ANNEX I

<u>Quantity</u>	<u>Description</u>	<u>Road Numbers</u>
303	70-ton Open-Top Hoppers	73007, 73014, 73020, 73032, 73050, 73071, 73074, 73078, 73096, 73156, 73180, 73192, 73197, 73238, 73255, 73263, 73270, 73304, 73311, 73317, 73337, 73357, 73362, 73366, 73386, 73408, 73427, 73457, 73470, 73493, 73497, 73535, 73537, 73558, 73567, 73576, 73582, 73595, 73623, 73652, 73675, 73707, 73749, 73751, 73755, 73767, 73817, 73821, 73887, 73893, 73899, 73924, 73937, 73938, 73944, 73959, 73960, 73974, 73999, 74006, 74016, 74030, 74045, 74066, 74071, 74086, 74094, 74136, 74170, 74228, 74246, 74328, 74371, 74401, 74404, 74420, 74441, 74448, 74461, 74511, 74515, 74524, 74560, 74587, 74605, 74619, 74624, 74636, 74640, 74644, 74658, 74677, 74679, 74680, 74683, 74696, 74724, 74749, 74755, 74762, 74765, 74776, 74787, 74825, 74836, 74837, 74840, 74861, 74871, 74873, 74881, 74908, 74933, 74959, 74961, 74979, 74991, 150002, 150112, 150125, 150135, 150139, 150145, 150171, 150185,

<u>Quantity</u>	<u>Description</u>	<u>Road Numbers</u>
		150235, 150268,
		150286, 150302,
		150304, 150362,
		150397, 150460,
		150470, 150529,
		150597, 150614,
		150630, 150743,
		150744, 150854,
		150858, 150896,
		150964, 151073, 151098,
		151100, 151114, 151144,
		151154, 151165, 151171,
		151238, 151253, 151271,
		151297, 151381, 151386,
		151387, 151394, 151413,
		151459, 151463, 151532,
		151553, 151558, 151588,
		151662, 151719, 151724,
		151762, 151767, 151777,
		151791, 151796, 151805,
		151815, 151840, 151851,
		151862, 151956, 152000,
		152009, 152082, 152100,
		152125, 152229, 152241,
		152248, 152287, 152347,
		152359, 152379, 152440,
		152471, 152489, 152501,
		152503, 152527, 152530,
		152540, 152542, 152563,
		152565, 152571, 152577,
		152587, 152623, 152658,
		152671, 152737, 152743,
		152774, 152776, 152781,
		152798, 152811, 152878,
		152905, 152932, 152934,
		152953, 152960, 152963,
		152968, 152970, 152985,
		152995, 153032, 153135,
		153150, 153154, 153175,
		153178, 153185, 153192,
		153259, 153300, 153338,
		153691, 153780, 153836,
		153844, 153887, 153934,
		153959, 153971, 154030,
		154058, 154138, 154192,

<u>Quantity</u>	<u>Description</u>	<u>Road Numbers</u>
		154236, 154253, 154260, 154336, 154368, 154414, 154420, 154466, 154477, 154500, 154506, 154509, 154531, 154533, 154542, 154555, 154743, 154749, 154760, 154833, 154848, 154902, 154903, 154907, 154945, 154947, 154993, 155009, 155012, 155057, 155064, 155179, 155207, 155214, 155243, 155264, 155311, 155330, 155349, 155351, 155376, 155416, 155428, 155443, 155518, 155619, 155751, 155822, 155873, 155883, 156044, 156057
64	80-ton Open-Top Hoppers	180024, 180160, 180161, 180166, 180188, 180226, 180315, 180415, 180629, 180666, 180692, 180819, 180841, 180916, 182153, 182510, 182644, 182725, 182811, 182932, 183029, 183391, 183433, 183554, 184559, 184763, 185192, 186114, 186732, 186923, 186946, 186978, 186981, 187247, 187286, 187313, 187334, 187357, 187413, 187553, 187569, 187699, 187842, 187897, 187972, 188062, 188094, 188095, 188184, 188328, 188353, 188397, 188503, 188574, 188578, 188598, 188801, 188850, 188853, 189195, 189291, 189300, 189307, 189411

<u>Quantity</u>	<u>Description</u>	<u>Road Numbers</u>
33	100-ton Open-Top Hoppers	191001, 191017, 191018, 191027, 191055, 191097, 191106, 191192, 191208, 191210, 191312, 191315, 191404, 191414, 191420, 191421, 191435, 191465, 191584, 191608, 191619, 191622, 191625, 191630, 191682, 191699, 191726, 191774, 191799, 191807, 191842, 191844, 191887,
10	70-ton Covered Hoppers	37394, 37445, 37488, 37496, 37575, 37619, 37666, 37680, 37721, 37736
44	100-ton Covered Hoppers	38651, 38654, 38664, 38665, 38709, 38712, 38713, 38727, 38743, 38745, 38747, 38760, 38781, 38801, 38826, 38834, 38843, 38845, 200067, 200184, 200323, 200345, 200418, 200442, 200444, 200449, 200471 200534, 200541, 201023, 201032, 201052, 201089, 201101, 201114, 201128, 201144, 201147, 201162, 201163, 201207, 201208, 201334, 201389