

PETERSON & YOUNG

ATTORNEYS AT LAW
400 COLONY SQUARE
SUITE 525

ATLANTA, GEORGIA 30361

JERRY G. PETERSON
MALCOLM D. YOUNG, JR.
J. PHILIP SELF
RICHARD A. LARSON
A. R. NEAL
FRED T. ISAF

CERTIFIED MAIL - RECEIPT NO. 104620

404-892-7470

REGISTRATION NO. 8711

February 22, 1977

FEB 28 1977 - 9 35 AM

FEB 28 1977 - 9 35 AM
INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION

Interstate Commerce Commission
12th and Constitution Avenue, N. W.
Room 1227
Washington, D. C. 20423

Attention: Mrs. Lee

Dear Mrs. Lee:

Please find enclosed two documents with their transmittal letters, one counterpart to each, and filing fees for filing them in your office.

Please record the document entitled Bill of Sale first, then file the Loan and Security Agreement.

I thank you very much for the assistance which you gave me during our telephone conversation on February 17, 1977.

Very truly yours,

PETERSON & YOUNG

Fred T. Isaf
Fred T. Isaf

FTI:bw

Enclosures

7-059A010
Date FEB 28 1977
Fee \$ 50
CC Washington, D. C.

RECEIVED
FEB 28 9 31 AM '77
I.C.C.
FEE OPERATION BR.

February 21, 1977

Interstate Commerce Commission
12th and Constitution Avenue, Northwest
Room 1227
Washington, D. C. 20423

Attn: Mrs. Lee

Dear Mrs. Lee:

Enclosed is a bill of sale which I would appreciate your assistance in recording. The bill of sale evidenced the sale of certain railroad boxcars as more fully described herein.

Purchaser:

Ellis Eugene Spratlin
125 North Cedar Street
McDonough, Georgia 30253

Seller:

Whittaker Corporation
Los Angeles, California

The equipment covered by the document is as follows: Ten (10) rigid underframe, 70-ton XF railroad freight boxcars having serial numbers VC9144 through VC9153, inclusive.

I have enclosed a check in the amount of fifty (\$50.00) dollars to cover the filing costs.

After recording, the original documents should be returned to:

A. R. Neal, Esq.
Peterson & Young
400 Colony Square
Suite 525
Atlanta, Georgia 30361

Your assistance in this matter is greatly appreciated.

Very truly yours,


Ellis E. Spratlin

Interstate Commerce Commission
Washington, D.C. 20423

3/7/77

OFFICE OF THE SECRETARY

Fred T. Isaf
Peterson & Young
400 Colony Square, Suite 525
Atlanta, Georgia 30361

Dear **Sir:**

The enclosed document(s) was recorded pursuant to the provisions of Section 20(c) of the Interstate Commerce Act, 49 U.S.C. 20(c), on **2/28/77** at **9:35am** and assigned recordation number(s) **8711 & 8711-A**

Sincerely yours,


Robert L. Oswald
Secretary

Enclosure(s)

SE-30
(5/76)

BILL OF SALE

FEB 28 1977 -9 33 AM

KNOW ALL MEN BY THESE PRESENTS, That Whittaker Corporation, a California corporation with its principal place of business at Los Angeles, California (Seller), for and in consideration of the sum of one dollar (\$1.00), lawful money of the United States of America, to it paid by: Ellis E. Spratlin, P.O. Box 956, McDonough, Georgia 30253

the receipt whereof is hereby acknowledged, has granted, bargained, sold and by these presents does grant, bargain, sell, convey and deliver unto the said Purchaser, its successors and assigns, all of the following goods, chattels, and property, to-wit:

10 - 50'6" RIGID UNDERFRAME BOX CARS
Serial Numbers VC 9144 to VC 9153 inclusive

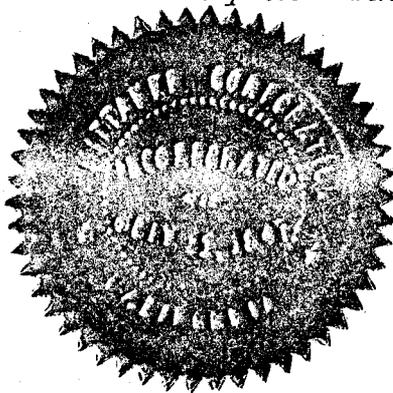
FEB 28 1977 -9 33 AM

INTERSTATE COMMERCE COMMISS-

TO HAVE AND TO HOLD the said goods, chattels, and property unto the said Purchaser, its successors and assigns, to and for its own use, forever.

The Seller warrants to the Purchaser, its successors and assigns, that the title to the said goods, chattels, and property hereby vested in the Purchaser is free and clear from all liens and encumbrances of every right and lawful authority to grant, bargain, sell and convey as aforesaid and that it will, and will cause its successors and assigns to, warrant and defend the said goods, chattels, and property unto the Purchaser against the claims and demands of all persons whomsoever.

IN WITNESS WHEREOF, Seller has caused its corporate seal to be hereto affixed and has caused these presents to be executed in its behalf by its authorized signatory, and attested by its authorized signatory, this 28th day of December, 1976.



Whittaker Corporation

By: [Signature]
Authorized Signatory

ATTEST:

By: [Signature]
Authorized Signatory

CERTIFICATE

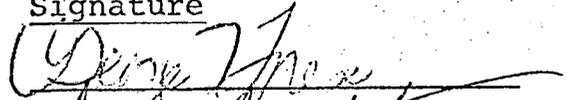
I, MARILYN C. FISHER, Assistant Secretary of Whittaker Corporation, a California corporation, hereby certify:

(a) That the following persons of Whittaker Corporation were duly designated on December 24, 1975, to act as signatories on all BILLS OF SALE and all necessary and related documents in connection with any and all pending and future purchase orders placed with Whittaker Corporation for the rehabilitation and/or construction and sale by Whittaker Corporation of box cars and/or any other related equipment; that said persons have continuously served in that capacity from December 24, 1975 until the date of this Certificate and that the signature opposite the name of each of said signatories is the genuine signature of said signatory:

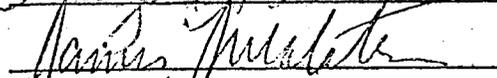
Name

Signature

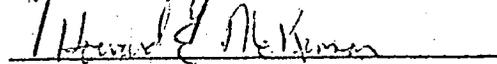
George T. Forese



James J. Malatras



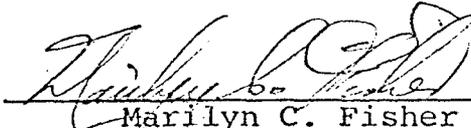
Howard E. McKinnon



(b) That attached hereto as Exhibit A is a true and complete copy of resolutions adopted at a meeting of the Executive Committee of the Board of Directors of Whittaker Corporation duly called and held on December 24, 1975, at which meeting a quorum was present and acting throughout and that said resolutions were duly adopted and remain in full force and effect on the date of this Certificate.

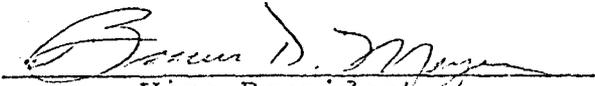
(c) That the Articles of Incorporation have not been amended between December 24, 1975 and the date of this Certificate and no such amendments and no proceedings looking toward liquidation or dissolution of Whittaker Corporation is pending or contemplated.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed the seal of Whittaker Corporation this 28th day of
December, 1976.



Marilyn C. Fisher
Assistant Secretary

I, BRUCE D. MEYER, Vice President of Whittaker
Corporation, hereby certify that Marilyn C. Fisher was duly
elected as Assistant Secretary of Whittaker Corporation and
assumed the duties thereof prior to December 24, 1975, and
that she has continuously served in that office until the
date of this Certificate.



Vice President

EXHIBIT A

RESOLVED that any of the following persons, Joseph F. Alibrandi, Harry S. Derbyshire, Frederick F. Fletcher, Jr., Alan D. Jacobson and James J. Malatras, acting alone, be and they hereby are designated as agents and authorized signatories of Whittaker Corporation, on behalf of its Berwick Forge and Fabricating Division, to execute contracts, bills of sale and any and all other documents related thereto in connection with any and all pending and future orders placed with Whittaker Corporation for the manufacture, construction, rehabilitation or sale by this corporation's Berwick Forge and Fabricating Division of railroad cars and/or any other related equipment; provided, however, that said signatories shall not have authority to execute any contracts, bills of sale or other documents in connection with transactions in which the aggregate consideration payable to this corporation exceeds \$10,000,000.

RESOLVED FURTHER that Howard E. McKinnon and George T. Forese, acting together, be and they hereby are designated as agents and authorized signatories of Whittaker Corporation on behalf of its Berwick Forge and Fabricating Division, to execute bills of sale and any and all other documents relating to contracts entered into by this corporation pursuant to the preceding resolution.

RESOLVED FURTHER that the authority given hereunder shall be deemed retroactive and the acts authorized hereunder performed prior to the passage of this resolution are hereby ratified and affirmed.