

DEC 8 1970 10:15 AM

INTERSTATE COMMERCE COMMISSION

BILL OF SALE

THIS CONTRACT dated as of the 1st day of November, 1970, by and between MARATHON LEASING COMPANY, a corporation organized and existing under the laws of the State of Delaware (hereinafter called "Seller"), and BANK OF THE SOUTHWEST NATIONAL ASSOCIATION, HOUSTON, a national banking association incorporated and existing under the laws of the United States, as Trustee (hereinafter called "Buyer").

In consideration of \$ 450,000.00, in hand paid, receipt of which is hereby acknowledged, Seller does hereby sell and convey to Buyer the railroad tank cars described in Exhibit "A" attached as an exhibit hereto and made a part hereof for all purposes.

Seller hereby warrants that it has title to the described property and that the described property is free from all liens and encumbrances (including any leasehold interest) other than the leases to Wanda Petroleum Company and to U. S. Industrial Chemical Company, Division of National Distillers & Chemical Corporation, attached as Exhibits "B" and "C"; and Seller further agrees to forever warrant and defend the title to the described property unto Buyer, its successors and assigns, against all lawful claims.

MARATHON LEASING COMPANY

By James D. Offener
Vice President

[SEAL]

ATTEST:

C. Towler
Assistant Secretary