

RECORDATION NO. 8601- Filed & Recorded  
DEC 8 1976  
INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 8601-B Filed & Recorded  
DEC 8 1976  
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RECORDATION NO. 8601-D Filed & Recorded  
DEC 8 1976  
INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 8601-A Filed & Recorded  
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INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 8601-C Filed & Recorded  
DEC 8 1976  
INTERSTATE COMMERCE COMMISSION  
December 6, 1976

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DEC 15 1976

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Mr. Robert L. Oswald, Secretary  
Interstate Commerce Commission  
Washington, D. C. 20423

CC Washington, D. C.

Dear Mr. Oswald:

Pursuant to the provisions of Section 20c of the Interstate Commerce Act, as amended, and the regulations of the Interstate Commerce Commission promulgated thereunder, we are transmitting for filing and recording executed counterparts or originals and true and correct copies of the following documents:

- (1) Lease Agreement dated as of December 6, 1976, between CHICAGO, MILWAUKEE, ST. PAUL AND PACIFIC RAILROAD COMPANY, Lessee, and RAILROAD CAR ENTERPRISES, Lessor;
- (2) Conditional Sales Contract dated as of December 6, 1976, between WHITEHEAD & KALES COMPANY, Seller and RAILROAD CAR ENTERPRISES, Buyer;
- (3) Assignment of Conditional Sales Contract dated as of December 6, 1976, by WHITEHEAD & KALES COMPANY, Assignor to Sun Life Insurance Company of America, Assignee, together with Assignee's acceptance of even date therewith.
- (4) Assignment of Lease, dated as of December 6, 1976, from RAILROAD CAR ENTERPRISES, Lessor to SUN LIFE INSURANCE COMPANY OF AMERICA, together with the Lessee's acknowledgement and consent dated as of December 6, 1976, by CHICAGO, MILWAUKEE, ST. PAUL AND PACIFIC RAILROAD COMPANY, Lessee.

*Corrected  
James Bremer*

Mr. Robert L. Oswald, Secretary  
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- (5) Financing and Security Agreement, dated December 6, 1976, between SUN LIFE INSURANCE COMPANY OF AMERICA AND RAILROAD CAR ENTERPRISES;

The names and addresses of the parties to the transaction are listed below under the titles of the documents to which they are parties:

LEASE:

CHICAGO, MILWAUKEE, ST. PAUL AND PACIFIC  
RAILROAD COMPANY (Lessee)  
746 Union Station Building  
516 West Jackson Boulevard  
Chicago, Illinois 60606

RAILROAD CAR ENTERPRISES (Lessor)  
7411 Riggs Road  
Hyattsville, Maryland

CONDITIONAL SALES CONTRACT:

WHITEHEAD & KALES COMPANY (Seller)  
58 Haltiner Street  
Detroit, Michigan

RAILROAD CAR ENTERPRISES (Buyer)  
7411 Riggs Road  
Hyattsville, Maryland

LOAN AND FINANCING AND SECURITY AGREEMENT:

SUN LIFE INSURANCE COMPANY OF AMERICA (Lender)  
20 South Charles Street  
Baltimore, Maryland

Mr. Robert L. Oswald, Secretary  
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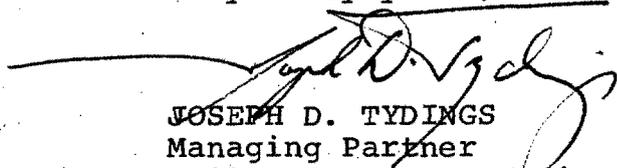
RAILROAD CAR ENTERPRISES (Borrower)  
7411 Riggs Road  
Hyattsville, Maryland

A general description of the equipment covered by the Lease and Conditional Sales Contract is contained in Exhibit A to this letter.

The above-identified documents have not heretofore been recorded with the Interstate Commerce Commission. Please accept for recordation two counterparts of each document, stamp the remaining counterparts with the appropriate recordation number and return them with your fee receipt and letter confirming receipt to my delivering messenger. Please cross-index documents number (2) above under the name of the CHICAGO, MILWAUKEE, ST. PAUL AND PACIFIC RAILROAD COMPANY.

The filing and recordation fees in the amount of in respect of these documents are submitted herewith.

Very truly yours,



JOSEPH D. TYDINGS  
Managing Partner  
Railroad Car Enterprises

shk

Enclosures

DEC 8 1976

ASSIGNMENT OF CONDITIONAL SALES CONTRACT

For valuable consideration, the receipt of which is hereby acknowledged, the undersigned hereby sells, assigns and transfers to Sun Life Insurance Company of America, a Maryland corporation, the attached Conditional Sales Contract and the Note referred to therein (which Note is herewith delivered endorsed to the order of said assignee), and all right, title and interest in, to and under the same, and in and to the Collateral therein described, with authority to take, either in its own name or in the name of the undersigned, but for its own benefit and at its own expense, all such proceedings, legal or equitable as the undersigned might have taken but for this assignment.

IN WITNESS WHEREOF, the undersigned has caused this assignment to be executed by its officer thereunto duly authorized all this 6th day of December, 1976.

WITNESS

WHITEHEAD & KALES COMPANY

H. Konchul  
Treasurer

By: C. E. Wieser  
C. E. Wieser, Vice President-Finance

ACCEPTANCE OF ASSIGNMENT

The Undersigned, Sun Life Insurance Company of America, hereby accepts the foregoing assignment, and expressly agrees to assume the obligations of the Assignee to be assumed by an Assignee of the attached Conditional Sales Contract as provided in Section 8.11 thereof.

SUN LIFE INSURANCE COMPANY OF AMERICA

Dated: December 8, 1976

By: P. Bress

[Corporate Seal]

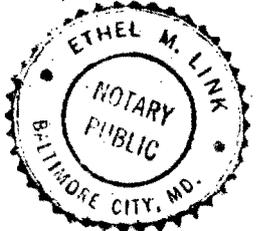
STATE OF MARYLAND )  
CITY OF BALTIMORE )

SS:

On this 8th day of December, 1976, before me personally appeared Peter J. Gressens, to me personally known, who, being by me duly sworn, says that he is a Vice President of SUN LIFE INSURANCE COMPANY OF AMERICA, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Ethel M. Link  
Notary Public

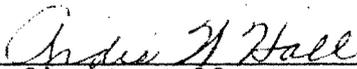
MY COMMISSION EXPIRES: 2/1/78



STATE OF MICHIGAN )  
                          ) SS:  
COUNTY OF WAYNE   )

On this 6th day of December, 1976, before me personally appeared C. E. Wieser, to me personally known, who, being by me duly sworn, says that he is Vice President-Finance of WHITEHEAD & KALES COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

MY COMMISSION EXPIRES:  
September 6, 1977

  
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Ardis W. Hall, Notary Public

District of Columbia )  
 )  
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SS:

On this *6th* day of *December*, 1976, before me personally appeared Joseph D. Tydings, Managing Partner, RAILROAD CAR ENTERPRISES, to me personally known to be the person described in and who executed the foregoing instrument, and acknowledged that the execution of the foregoing instrument was his free act and deed.

*Marie L. Wells*  
Notary Public

MY COMMISSION EXPIRES: *2/14/79*