

7011-74

REGISTRATION NO. _____ Filed & Recorded

MARATHON LEASING COMPANY
Equipment Trust, Series Five

JAN 31 1974 -1 10 PM

INTERSTATE COMMERCE COMMISSION

BILL OF SALE

THIS CONTRACT, dated as of the 31st day of January, 1974, by and between Richmond Leasing Company, a corporation organized and existing under the laws of the State of Delaware (hereinafter called "Seller"), and Security National Bank, a national banking association incorporated and existing under the laws of the United States, as Trustee (hereinafter called "Buyer"), pursuant to Marathon Leasing Company Equipment Trust, Series Five, dated as of April 1, 1973 (the Seller having assumed the rights and obligations of Marathon Leasing Company under said Equipment Trust).

In consideration of \$10 in hand paid, receipt of which is hereby acknowledged, Seller does hereby sell and convey to the Buyer the railroad cars described in Exhibit A attached 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 Existing Leases described in the attached Exhibit B; 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.

RICHMOND LEASING COMPANY

By C. T. Carolan
C. T. Carolan, President

[SEAL]

ATTEST:

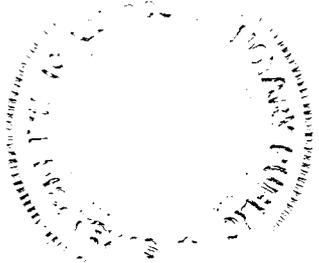
Starr Leach
Secretary

STATE OF TEXAS §

COUNTY OF HARRIS §

Before me, the undersigned, a Notary Public in and for said County and State, on this day personally appeared C. T. CAROLAN, President of Richmond Leasing Company, known to me to be the person and officer whose name is subscribed to the foregoing instrument, and acknowledged to me that the same was the act of RICHMOND LEASING COMPANY, a corporation, and that he executed the same as the act of such corporation for the purposes and consideration therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 26th day of January, 1974.



D'Anne DeMoss

Notary Public in and for
Harris County, T E X A S
D'ANNE DEMOSS

Notary Public in and for Harris County, Texas
My Commission Expires June 1, 1975