

THOMPSON & MITCHELL

ATTORNEYS AT LAW

ONE MERCANTILE CENTER

ST. LOUIS, MISSOURI 63101

314 231-7676

TELEX 910-761-1031

525 WEST MAIN STREET
BELLEVILLE, ILLINOIS 62220
618 277-4700

200 NORTH THIRD STREET
ST. CHARLES, MISSOURI 63301
314 946-7717

ROBERT W. AGLER

December 31, 1987

1120 VERMONT AVENUE, N.W.
WASHINGTON, D.C. 20005
RECORDATION NO. ~~6751-E~~

JAN 4 1988 3:00 PM

INTERSTATE COMMERCE COMMISSION

Mr. James Bayne, Secretary
Interstate Commerce Commission
12th and Constitution Ave., N.W.
Washington, D.C. 20423

Dear Mr. Secretary:

CC Washington, D. C.

We have enclosed an original and one certified true copy of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the United States Code.

The document for recordation is a Bill of Sale for Railroad Equipment, a secondary document, dated as of December 28, 1987. The primary document to which this relates is a Conditional Sale Agreement recorded with the Commission under Recordation Number 6751.

The names and addresses of the parties to this Bill of Sale are as follows:

Vendor:

United States Trust Company of New York
45 Wall Street
New York, New York 10005

and

Purchaser:

Mercantile Bank National Association
(formerly Mercantile Trust Company National Association)
721 Locust Street
St. Louis, Missouri 63101

The property subject to this Bill of Sale is one hundred twenty-five (125) one hundred-ton open top hopper cars

Mr. James Bayne, Secretary
December 31, 1987
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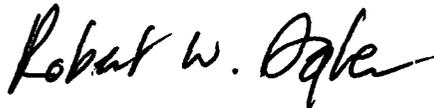
bearing the Road Numbers as indicated on Exhibit A, attached hereto and incorporated herein by reference.

A fee of Ten Dollars (\$10.00) is enclosed. Please return the original and any extra copy not needed by the Commission to Mr. Shane Taylor, Assistant Vice President, Leasing Division, Mercantile Bank National Association, 721 Locust Street, St. Louis, Missouri 63101.

A short summary of this document to appear in the index as follows: Bill of Sale for Railroad Equipment dated as of December 28, 1978, relating to the Conditional Sale Agreement bearing the Recordation Number 6751; and covering the conditional sale of one hundred twenty-five (125) one hundred-ton open top hopper cars.

Very truly yours,

THOMPSON & MITCHELL



By

Robert W. Agler

EXHIBIT A
SCHEDULE A
TO BILL OF SALE

125 UNITS WITHIN BN - SLSF SERIES

100 TON OPEN TOP HOPPER CAR

BN 540375	BN 540333	BN 540337	BN 540398	BN 540409
BN 540413	BN 540429	BN 540439	BN 540446	BN 540459
SLSF 87400	SLSF 87401	SLSF 87402	SLSF 87404	SLSF 87410
SLSF 87412	SLSF 87416	SLSF 87418	SLSF 87419	SLSF 87421
SLSF 87422	SLSF 87424	SLSF 87429	SLSF 87434	SLSF 87436
SLSF 87439	SLSF 87440	SLSF 87442	SLSF 87443	SLSF 87445
SLSF 87448	SLSF 87450	SLSF 87451	SLSF 87452	SLSF 87455
SLSF 87456	SLSF 87457	SLSF 87458	SLSF 87460	SLSF 87461
SLSF 87462	SLSF 87463	SLSF 87464	SLSF 87465	SLSF 87467
SLSF 87468	SLSF 87470	SLSF 87471	SLSF 87472	SLSF 87473
SLSF 87476	SLSF 87476	SLSF 87477	SLSF 87479	SLSF 87480
SLSF 87481	SLSF 87482	SLSF 87483	SLSF 87484	SLSF 87485
SLSF 87486	SLSF 87487	SLSF 87489	SLSF 87490	SLSF 87494
SLSF 87495	SLSF 87499	SLSF 87502	SLSF 87504	SLSF 87505
SLSF 87506	SLSF 87507	SLSF 87508	SLSF 87510	SLSF 87511
SLSF 87512	SLSF 87515	SLSF 87517	SLSF 87518	SLSF 87520
SLSF 87522	SLSF 87523	SLSF 87524	SLSF 87525	SLSF 87526
SLSF 87532	SLSF 87533	SLSF 87534	SLSF 87536	SLSF 87542
SLSF 87543	SLSF 87545	SLSF 87547	SLSF 87548	SLSF 87549
SLSF 87550	SLSF 87552	SLSF 87553	SLSF 87554	SLSF 87555
SLSF 87556	SLSF 87557	SLSF 87558	SLSF 87560	SLSF 87561
SLSF 87563	SLSF 87565	SLSF 87567	SLSF 87568	SLSF 87569
SLSF 87572	SLSF 87574	SLSF 87582	SLSF 87583	SLSF 87584
SLSF 87585	SLSF 87586	SLSF 87587	SLSF 87588	SLSF 87590
SLSF 87591	SLSF 87593	SLSF 87596	SLSF 87598	SLSF 87599

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Mr. Shane Taylor
Assist. Vice Pres.
721 Locust Street
St. Louis, MO 63101

Dear Sir

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/4/88 at _____, and assigned recordation number(s). 3:00PM

6751-E

Sincerely yours,

Nerita L. McEwen

Secretary

Enclosure(s)

RECORDATION NO. 6751-E FILED 1425

BILL OF SALE

JAN 4 1988 -3 00 PM

Dated as of December 28, 1987 INTERSTATE COMMERCE COMMISSION

For valuable consideration, UNITED STATES TRUST COMPANY OF NEW YORK, a national banking association, herein-after called Seller, does hereby sell to MERCANTILE BANK NATIONAL ASSOCIATION, a national banking association, herein-after called Buyer, all of Seller's right, title and interest in and to the following described property:

All of the Equipment covered under Schedule A attached hereto.

Said property is sold As-Is-Where-Is without any covenant or warranty expressed or implied, of any nature whatsoever, except however, that Seller covenants and warrants that said property is free of all liens, security interests and encumbrances created by Seller. By acceptance of said property transferred hereunder, Buyer agrees to pay all sales and use taxes payable in connection with this sale.

UNITED STATES TRUST COMPANY OF NEW YORK

By James H. [Signature]
Asst. Vice President

[SEAL]

STATE OF NEW YORK)
) SS.
CITY AND COUNTY OF NEW YORK)

On this 28th day of December, 1987, before me personally appeared Louis P. Young to me personally known, who being by me duly sworn, says that he is Asst. Vice President of UNITED STATES TRUST COMPANY OF NEW YORK, a national banking association, that one of the seals affixed to the foregoing instrument is the corporate seal of said association, 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 the free act and deed of said association.

Christine C. Collins
Notary Public

(Notarial Seal)

My commission expires:
CHRISTINE C. COLLINS
NOTARY PUBLIC, State of New York
No. 03-4624735
Qualified in Bronx County
Commission Expires March 30, 1988

SCHEDULE A
TO BILL OF SALE

125 UNITS WITHIN BN - SLSF SERIES

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