

9-179A042

UPPER MERION and PLYMOUTH LEASING Co.

875 N. Michigan Avenue • John Hancock Center • Suite 1400 • Chicago, IL 60611 (312) 915-2900

23 June 1989

16404
RECORDATION #13 FILED 1438

JUN 22 3 19 PM '89
MOTOR OPERATING UNIT

Ms. Rita McGee
Interstate Commerce Commission
Washington, DC 20423

JUN 28 1989 -3 20 PM

INTERSTATE COMMERCE COMMISSION

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of Sections 11303 of Title 49 of the United States code and the regulations thereunder are two originals of Bill of Sale dated June 14, 1989 as follows:

Bill of Sale between Shamrock Coal Company, Inc. (Seller) and Upper Merion and Plymouth Leasing Co. (Buyer) for forty-five (45) railroad cars.

The names and addresses of the parties to the enclosed documents are:

Seller: Shamrock Coal Company, Incorporated
c/o Sun Coal Company
P.O. Box 10388
4711 Old Kingston Pike
Knoxville, TN 37939-0388
Attn: Anthony L. Grasa
Director Distribution

Purchaser: Upper Merion and Plymouth Leasing Co.
875 North Michigan Avenue
John Hancock Center - Suite 1400
Chicago, IL 60611

The originals of the above documents after recordation should be returned to Mr. Robert Dwyer, Vice President - Sales, Rail Division, Northbrook Corporation, 875 North Michigan Ave., Suite 1400, Chicago, IL 60611. Enclosed is Upper Merion's check for \$13.00 to cover the recordation of the document.

I am an officer of Upper Merion and Plymouth Leasing Co. and have knowledge of the matters set forth herein.

Upper Merion and Plymouth Leasing Co.

By: Gerald L. Kilcoyne
Gerald L. Kilcoyne

enclosure

Sent Via: Certified Mail (return receipt requested)

Interstate Commerce Commission
Washington, D.C. 20423

6/28/89

OFFICE OF THE SECRETARY

Gerald L. Kilcoyne

Upper Marion & Plymouth Leasing Co.

875 North Michigan Ave

John Hancock Center Suite 1400

Chicago, Illinois 60611

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 6/28/89, at 3:20pm, and assigned recordation number(s). 16404

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

Bill of Sale

REGISTRATION NO 16404
JUN 28 1989 -3 30 PM
INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS, that Shamrock Coal Company, Incorporated, a Delaware corporation, (here "Seller"), for and in consideration of the sum of One Dollar (\$1.00) lawful money of the United States of America and other good and valuable consideration paid by the Upper Merion and Plymouth Leasing Co. (herein "Buyer"), the receipt of which is hereby acknowledged, does hereby grant, bargain, sell, assign, transfer and set over unto Buyer all right, title and interest in and to the following personal property (herein "Equipment") more specifically described as follows:

Forty-five (45) railroad cars bearing the following marks:

OWTX: 99001, 99002, 99005, 99014, 99016, 99022, 99023, 99025, 99033, 99034, 99038, 99041, 99060, 99062, 99085, 99088, 99092, 99095, 99096, 99097, 99111, 99113, 99120, 99122, 99126, 99129, 99135, 99145, 99150, 99049, 99114, 99109, 99031, 99086, 99118, 99134, 99061, 99019, 99091, 99124, 99131, 99137, 99067, 99142, and 99069.

EXCEPT AS STATED HEREIN, SELLER DISCLAIMS ALL WARRANTIES, EXPRESS OR IMPLIED, INCLUDING, BUT NOT LIMITED TO, ANY WARRANTY OR MERCHANTABILITY OR FITNESS FOR ANY PARTICULAR PURPOSE OF THE EQUIPMENT.

Seller hereby warrants to the Buyer, its successors and assignees, that, immediately prior to the delivery of this Bill of Sale, Seller had legal title to the Equipment and good and lawful right to sell the same, and

that title to the Equipment is hereby duly vested in Buyer free and clear of all liens, claims, encumbrances, taxes and rights of any other kind and nature whatsoever. Seller hereby covenants and agrees to reimburse, indemnify and hold harmless Buyer from and against any loss, expense, damages, or deficiencies arising from any and all claims, liens, encumbrances, taxes, and rights of others of any nature whatsoever assessed against such title forever.

IN WITNESS WHEREOF Seller has caused this Bill of Sale to be executed and delivered in its name this 14th day of June, 1989.

SHAMROCK COAL COMPANY, INCORPORATED

By: Earle Bagley

Title: President

RECEIPT

Buyer hereby acknowledges receipt of the Cars identified in the foregoing Bill of Sale this 14th day of June, 1989.

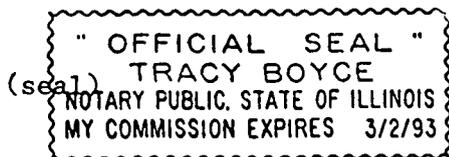
UPPER MERION AND PLYMOUTH LEASING CO.

By: Merald T. Kilcayne

Title: VICE PRESIDENT

STATE OF ILLINOIS)
)
COUNTY OF COOK)

On this 14th day of June, 1989, before me personally appeared Gerald L. Kilcoyne, personally known, who, being by me duly sworn, said that he is an authorized officer of Upper Merion & Plymouth Leasing and that said instrument was signed 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.



Tracy Boyce
Notary Public

My commission expires:

3-2-93

STATE OF Kentucky)

COUNTY OF Clay)

On this 14th day of June, 1989, before me personally appeared Earle Bagley, personally known, who, being by me duly sworn, said that he is an authorized officer of Shamrock Coal Company and that said instrument was signed 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.

(seal)

Nancy Karen Isom
Notary Public

My commission expires:

October 16, 1989