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6/5/86
10:00
CC Washington, D.C.

RECORDATION NO. 13323-B Filed 1425

June 2, 1986

JUN 5 1986 -2 10 PM

INTERSTATE COMMERCE COMMISSION

Interstate Commerce Commission
Constitution Avenue at 12th Street, N.W.
Washington, D.C. 20023

Attention: Ms. Mildred Lee, Room 2303

Re: Security Agreement dated as of November 12, 1981,
naming Chromalloy Leasing, Inc. as debtor--
Recordation No. 13323

Dear Ms. Lee:

Enclosed for recordation pursuant to Section 11303 of Title 49 of the United States Code are the original and one copy of a bill of sale dated as of April 30, 1986. The primary document to which this bill of sale relates is the security agreement referenced above.

The names and addresses of the parties to the bill of sale are as follows:

- (a) Vendor: Chemcredit, Inc. ("Chemcredit")
110 East 59th Street
New York, New York 10022
- (b) Purchaser: B.J.O. Corp.
300 Jericho Quadrangle
Jericho, New York 11753

Pursuant to the security agreement, Chemcredit, in its capacity as the secured party thereunder, has sold all of the debtor's right, title and interest in and to the following units of equipment to B.J.O. Corp.:

-2-

One Hundred Fifty-One (151) 100-ton, 4,750 cubic foot triple gate covered hopper cars bearing the following reporting marks and numbers:

DR 10083 through 10192, KBSR 500001 through KBSR 500009, KBSR 500117 through KBSR 500118, and RTMX 8556 through 8585. The AAR mechanical designation for the equipment is LO.

Please record the bill of sale and, in doing so, assign it to the same recordation number assigned to the security agreement.

A short summary of the bill of sale to be included in the index follows:

Bill of Sale between Chemcredit, Inc., 110 East 59th Street, New York, New York 10022 (vendor) and B.J.O. Corp, 300 Jericho Quadrangle, Jericho, New York 11753 (purchaser), dated as of April 30, 1986, covering ~~187~~ 151 triple gate covered hopper rail cars, related to security agreement with Recordation No. 13323.

The \$10.00 filing fee is included in the enclosed check for \$180.00, the combined recording fee for the 18 related documents enclosed herewith. Please return the original bill of sale and any copies not needed for recordation purposes to Zalkin, Rodin & Goodman, 750 Third Avenue, New York, New York 10017, (212) 682-6900, Attention: E. Lee Smith. In addition, please stamp the enclosed copy of the transmittal letter with your recording stamp and return the stamped letter to me.

Thank you for your assistance.

Sincerely,

E. Lee Smith

ELS:ab
Enclosures

RECORDATION NO. 13323-B Filed 1428

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BILL OF SALE

INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS, that CHEMCREDIT, INC. ("Chemcredit"), a New York corporation, in its capacity as the secured party (the "Secured Party") under a Security Agreement, dated as of November 12, 1981, with Chromalloy Leasing, Inc., a Delaware corporation, as debtor (the "Debtor"), for and in consideration of the sum of Ten and 00/100 Dollars (\$10.00) and other good and valuable consideration, to it in hand paid, at or before the execution and delivery of these presents, by B.J.O. CORP., a New York corporation (the "Purchaser"), receipt of which is hereby acknowledged, has sold, and by these presents does grant and convey unto the Purchaser, its successors and assigns, all of the Debtor's right, title and interest in and to the rail cars of the Debtor identified on the annexed Exhibit A, to have and to hold the same absolutely free of the Secured Party's security interest and all security interests subordinate thereto.

This sale is made "WHERE IS," "AS IS" and without warranty or representation of any type or kind, including any warranty of merchantability or fitness for a particular purpose. The Secured Party expressly disclaims warranty of title.

TO HAVE AND TO HOLD the said rail cars unto the Purchaser, its successors and assigns, to and for its own use, forever.

IN WITNESS WHEREOF Chemcredit has caused these presents to be executed as of the 30th day of April, 1986.

CHEMCREDIT, INC.

By *Victor J. Palmer*
Title *Vice President*

STATE OF NEW YORK)
 : SS.:
COUNTY OF NEW YORK)

On this 30th day of April, 1986, before me personally appeared Dietrich Boshong, to me personally known, who being by me duly sworn, says that he is the VP of Chemcredit Inc., that the seal 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.

Kathleen M. Wells
Notary Public

KATHLEEN M. WELLS
Notary Public, State of New York
No. 31-6216764
Qualified in New York County
Commission Expires March 30, 1987

EXHIBIT A

DESCRIPTION OF EQUIPMENT

151 100-ton, 4750 cubic foot triple gate covered hopper cars equipped with gravity discharge gates and fiber-glass covers manufactured by Richmond Tank Car Company as follows:

Reporting Marks and Nos.

DR 10083	DR 10128
DR 10084	DR 10129
DR 10085	DR 10130
DR 10086	DR 10131
DR 10087	DR 10132
DR 10088	DR 10133
DR 10089	DR 10134
DR 10090	DR 10135
DR 10091	DR 10136
DR 10092	DR 10137
DR 10093	DR 10138
DR 10094	DR 10139
DR 10095	DR 10140
DR 10096	DR 10141
DR 10097	DR 10142
DR 10098	DR 10143
DR 10099	DR 10144
DR 10100	DR 10145
DR 10101	DR 10146
DR 10102	DR 10147
DR 10103	DR 10148
DR 10104	DR 10149
DR 10105	DR 10150
DR 10106	DR 10151
DR 10107	DR 10152
DR 10108	DR 10153
DR 10109	DR 10154
DR 10110	DR 10155
DR 10111	DR 10156
DR 10112	DR 10157
DR 10113	DR 10158
DR 10114	DR 10159
DR 10115	DR 10160
DR 10116	DR 10161
DR 10117	DR 10162
DR 10118	DR 10163
DR 10119	DR 10164
DR 10120	DR 10165
DR 10121	DR 10166
DR 10122	DR 10167
DR 10123	DR 10168
DR 10124	DR 10169
DR 10125	DR 10170
DR 10126	DR 10171
DR 10127	DR 10172

Reporting Marks and Nos.

DR 10173	RTMX 8572
DR 10174	RTMX 8573
DR 10175	RTMX 8574
DR 10176	RTMX 8575
DR 10177	RTMX 8576
DR 10178	RTMX 8577
DR 10179	RTMX 8578
DR 10180	RTMX 8579
DR 10181	RTMX 8580
DR 10182	RTMX 8581
DR 10183	RTMX 8582
DR 10184	RTMX 8583
DR 10185	RTMX 8584
DR 10186	RTMX 8585
DR 10187	
DR 10188	
DR 10189	
DR 10190	
DR 10191	
DR 10192	
KBSR 500001	
KBSR 500002	
KBSR 500003	
KBSR 500004	
KBSR 500005	
KBSR 500006	
KBSR 500007	
KBSR 500008	
KBSR 500009	
KBSR 500117	
KBSR 500118	
RTMX 8556	
RTMX 8557	
RTMX 8558	
RTMX 8559	
RTMX 8560	
RTMX 8561	
RTMX 8562	
RTMX 8563	
RTMX 8564	
RTMX 8565	
RTMX 8566	
RTMX 8567	
RTMX 8568	
RTMX 8569	
RTMX 8570	
RTMX 8571	