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INTERSTATE COMMERCE COMMISSION  
NORTH WESTERN LEASING COMPANY  
400 WEST MADISON STREET, CHICAGO 60606

December 4, 1980

File No.: A-11264

No. 0-340A089

Date DEC 5 1980

Fee \$ 400.00

ICC Washington, D. C.

Ms. Agatha L. Mergenovich, Secretary  
Interstate Commerce Commission  
12th & Constitution Ave., N.W.  
Washington, D.C. 20423

Dear Ms. Mergenovich:

Pursuant to Section 11303, (formerly Section 20c) of the Interstate Commerce Act, attached hereto for recordation are certified copies of originals and conformed duplicate originals of title documents covering various EMD GP-7 Type locomotive units presented by Precision National Corporation ("PNC") to this Company as evidence of PNC's ownership of the locomotive units listed on such documents.

The names of the parties and dates of the documents and the numbers of the subject locomotives are as follows:

- 1. Bill of Sale dated January 21, 1980 by St. Louis-San Francisco Railway Company (Vendor) to Precision National Corporation (Vendee) covering 20 EMD GP-7 locomotives bearing Frisco Nos. 500, 510, 516, 517, 528, 542, 561, 569, 572, 574, 582, 590, 594, 597, 598, 620, 627, 629, 630, and 632;
- 2. Bill of Sale dated December 8, 1976 by St. Louis-San Francisco Railway Company (Vendor) to Precision National Corporation (Vendee) covering 10 EMD GP-7 locomotives bearing Frisco Nos. 531, 537, 539, 545, 562, 570, 576, 599, 610, and 621;
- 3. Bill of Sale dated September 4, 1973 by St. Louis-San Francisco Railway Company (Vendor) to Precision National Corporation (Vendee) covering 5 EMD GP-7 locomotives bearing Frisco Nos. 538, 558, 571, 596, and 631;
- 4. Bill of Sale dated October 31, 1979 by Desa V. Wakeman as Trustee under Trust Agreement dated August 11, 1967 with Wells Fargo Bank (Seller) to Precision National Corporation (Buyer) covering 20

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DOCKET FILES  
BRANCH

REGISTRATION NO. 125336  
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REGISTRATION NO. 125443  
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12530  
EMD GP-7 locomotives bearing ConRail Nos. 5601, 5649, 5651, 5659, 5661, 5657, 5686, 5701, 5707, 5743, 5753, 5754, 5762, 5772, 5781, 5783, 5803, 5805, 5811, and 5819;

12540  
5. Bill of Sale dated August 29, 1979<sup>0-4</sup> by Chicago, Rock Island, and Pacific Railroad Company (Seller) to Precision National Leasing Corporation (Buyer) covering 80 EMD GP-7 locomotives bearing Rock Island Nos. (See Exhibit A);

12541  
6. Purchase Contract dated June 14, 1973 by Luntz Iron and Metal (Seller) to Precision National Corporation (Buyer) covering 30 GP-7 and GP-9 locomotives bearing C. & O.B. & O. Nos. (see Exhibit 2);

12542  
7. Purchase Contract dated October 29, 1974 by Florida East Coast Railway Company (Seller) to Precision National Corporation (Buyer) covering 3 EMD GP-7 locomotives bearing FEC Nos. 607, 613, and 616;

12543  
8. Declaration of Sale dated October 12, 1972 by White Star Steamship Co. Ltd. (Seller) to Precision National Corporation (Buyer) covering 20 GP-7R and GP-9R locomotives bearing WSS Nos. (see Exhibit 3);

Enclosed is our check for \$400.<sup>00</sup> to cover the recording fee. Keep the original and return the other duplicate originals showing the recordation data.

Very truly yours,



J. S. Edwards  
Assistant Secretary

L/T/7 91-92

ORIGINAL

REGISTRATION NO. 12540  
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INTERSTATE COMMERCE COMMISSION

BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS THAT CHICAGO, ROCK ISLAND AND PACIFIC RAILROAD COMPANY ("Rock Island"), a Delaware corporation, in consideration of the sum of \$1.00 and other good and valuable consideration, receipt of which is hereby acknowledged, does hereby bargain, sell, convey, transfer and set over unto PRECISION NATIONAL LEASING CORPORATION ("Precision"), its successors and assigns, all of those certain diesel electric locomotives which bear Rock Island numbers set forth in the attached Exhibit A.

Rock Island, for itself, its successors and assigns, does hereby covenant that it is the lawful owner of the locomotives covered by this Bill of Sale and that it has good, right and lawful authority to sell same, and warrants that the locomotives sold and transferred to Precision by this instrument are free and clear of all liens, claims, debts, encumbrances, title defects, leases, and security interests of any kind whatsoever (except that certain lease dated as of August 29, 1974, covering said locomotives by and between Precision as lessor and Rock Island as lessee) and Rock Island will defend Precision against the claims and demands of all persons and will indemnify, protect and save harmless Precision, from all claims, demands, damages (including royalties), expenses and judgments (including court costs, attorneys' fees and expenses) in any way arising out of or on account of the

ownership of the locomotives or the breach of any of its warranties or representations hereunder as well as the use of any or all patented inventions employed in and about the locomotives or any part thereof as of the date hereof.

IN WITNESS WHEREOF, Rock Island has caused this instrument to be duly executed as of the 29th day of August, 1974.

CHICAGO, ROCK ISLAND AND PACIFIC  
RAILROAD COMPANY

By T.E. Desch

CHAIRMAN OF THE BOARD

ATTEST:

E.F. Wilkinson

Secretary

STATE OF ILLINOIS )  
COUNTY OF Cook ) SS.

On this 10th day of September, 1974, before me personally appeared T.E. Desch, to me personally known, who being by me duly sworn, says that he is the Chairman of Chicago, Rock Island and Pacific Railroad Company, and E.F. Wilkinson, to me personally known to be the \_\_\_\_\_ Secretary of said corporation, 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 they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Ann. Quinn

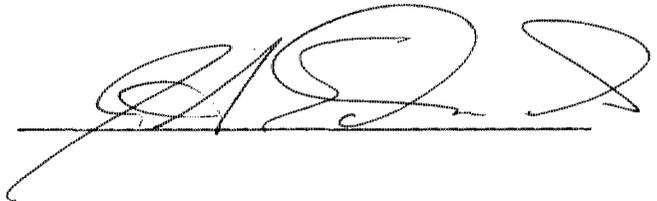
EXHIBIT A

I 430	RI 1221	RI 1266	RI 4200
431	1223	1271	4201
432	1225	1276	4202
433	1228	1278	4203
436	1229	1280	4204
441	1230	1281	4205
1200	1231	1283	4206
1202	1232	1285	4207
1205	1233	1289	4208
1206	1234	1291	4209
1209	1235	1293	1312
1210	1236	1296	1313
1211	1237	1297	1314
1212	1251	1299	1315
1213	1253	1302	1316
1215	1254	1303	1317
1217	1257	1305	1318
1218	1258	1307	1319
1219	1261	1308	1320
1220	1263	1311	1322

I, J.S. EDWARDS, HEREBY CERTIFY that I am a duly elected Assistant Secretary of NORTH WESTERN LEASING COMPANY and custodian of the records, files, and corporate seal of said Company.

I FURTHER CERTIFY that the annexed and foregoing is a full, true, and correct copy of a document by Chicago, Rock Island and Pacific Railroad Company to Precision National Corporation ("PNC") presented by PNC to this Company as evidence of PNC's ownership of the locomotive units listed on such document.

WITNESS my signature and the corporate seal of said North Western Leasing Company this 4<sup>th</sup> day of December, A.D., 1980.

A handwritten signature in cursive script, appearing to read 'J.S. Edwards', is written over a horizontal line.

(Corporate Seal)