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14585-A  
OCT 3 1985 -4 12 PM

INTERSTATE COMMERCE COMMISSION

5-276A032

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01 491 4805  
TELEX: 23459

October 3, 1985

Secretary  
Interstate Commerce Commission  
12th & Constitution, N.W.  
Washington, D.C. 20423

Attention: Mildred Lee  
Room 2303

OCT 3 1985  
Date: .....  
\$ 10.00  
ICC Washington, D. C.

Dear Secretary:

As counsel to Middle America Equipment Company, we have enclosed an original and two counterparts of the document described below to be recorded pursuant to section 11303 of title 49 of the U.S. Code.

This document is a Bill of Sale, a primary document, dated August 14, 1985, pursuant to which Middle America Equipment Company transfers certain units of railroad equipment to Escanaba & Lake Superior Railroad Company.

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

Vendor: Middle America Equipment Company  
c/o Lane & Mittendorf  
99 Park Avenue  
New York, New York 10016  
Attention: R. Leigh Duemler

MOTOR OPERATED UNIT  
OCT 3 4 06 PM '85  
THE SECRETARY  
ICC OFFICE OF

Vendee: Escanaba & Lake Superior  
Railroad Company  
Wells, Michigan 49894

A description of the equipment covered by the document follows:

Thirty-nine (39) Thrall Manufacturing Company 100 ton bulkhead flatcars, bearing the respective car numbers set forth in Annex A to the Bill of Sale referred to above.

This document relates to the equipment covered by that certain Lease of Railway Equipment between Middle America Equipment Company and Escanaba & Lake Superior Railroad Company dated as of July 1, 1983, and recorded with the Interstate Commerce Commission on March 6, 1985, with the recordation 14585.

A short summary of the document to appear in the Index follows:

Bill of Sale covering Thirty-nine (39)  
Thrall Manufacturing Company 100 ton  
bulkhead flatcars.

A fee of \$50.00 is enclosed. Please return the original and any extra counterparts of the enclosed Bill of Sale not needed by the Commission for recordation to the undersigned or the person delivering this letter.

Very truly yours,

  
Michael Connolly

MC/wp  
Enclosures

BILL OF SALEREGISTRATION NO. 14585/A  
FILED 1425

OCT 3 1985 -4 10 PM

INTERSTATE COMMERCE COMMISSION

MIDDLE AMERICA EQUIPMENT COMPANY, a New York limited partnership (hereinafter called the "Seller"), in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt of all of which by it is hereby acknowledged, has bargained, sold, conveyed, transferred and delivered, and by these presents does hereby bargain, sell, grant, convey, transfer and deliver unto the ESCANABA & LAKE SUPERIOR RAILROAD COMPANY (hereinafter called the "Purchaser") the following units of Equipment: thirty-nine (39) 70'1", 100 ton bulkhead flatcars manufactured by Thrall Manufacturing Company bearing numbers set forth in Annex A hereto;

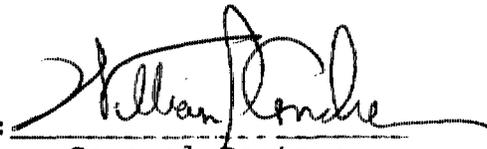
TO HAVE AND TO HOLD the same unto the said Purchaser, its successors or assigns forever;

THE SELLER HEREBY WARRANTS to the Purchaser, its successors or assigns, that the Seller has legal title to the aforesaid units of Equipment, and good and lawful right to sell the same, and that title to said units is free of all claims, liens, encumbrances and security interests of any nature, and the Seller covenants that it will warrant and defend such title against all claims and demands whatsoever.

THE SELLER MAKES NO REPRESENTATION OR WARRANTY, EXPRESS OR IMPLIED, AS TO THE DESIGN OR CONDITION OF, OR AS TO THE QUALITY OF MATERIAL, COMPONENTS OR WORKMANSHIP IN, THE AFORESAID EQUIPMENT, AND THE SELLER MAKES NO WARRANTY OF MERCHANTABILITY OR FITNESS OF THE AFORESAID EQUIPMENT FOR ANY PARTICULAR PURPOSE.

IN WITNESS WHEREOF, the Seller has caused this Bill of Sale to be executed in its name by one of its general partners, thereunto duly authorized, this 14th day of August, 1985 in New York City, New York.

MIDDLE AMERICA EQUIPMENT COMPANY

BY:   
General Partner

Car Numbers

(Illinois Central Railroad Company)

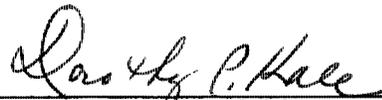
61700	61710	61720	61730	61740
61701	61711	61721	61731	61741
61702*	51713	61722	61732	61742
61704	61714	61723	61835	61743
61705	61715	61726	61837	61744
61706	61716	61727	61838	61745
61707	61719	61729	61839	61746
61708				61747
61709				61749

\* Renumbered 979002 by Illinois Central Gulf Railroad Co.

ACKNOWLEDGMENT

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

On this 30 day of September, 1985, before me personally came William J. Condren, a general partner of Middle America Equipment Company, a New York limited partnership, who resides at 998 Fifth Avenue, New York, New York 10028, to me known to be the person described in and who executed the foregoing instrument, and acknowledged that he executed such instrument.

  
\_\_\_\_\_  
Notary Public

DOROTHY P. KALE  
Notary Public, State of New York  
No. 31-2019987  
Qualified in New York County  
Commission Expires March 30, 1987