

LEASE CAPITAL, INC.

2655 CAMPUS DRIVE, SAN MATEO, CALIFORNIA 94403

EXECUTIVE OFFICES

AREA CODE 415
573-1200

RECORDATION NO. 14593 Form 1425

October 4, 1984

MAR 13 1985 - 11 00 AM

INTERSTATE COMMERCE COMMISSION

Mr. James H. Bayne
Acting Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue
Washington, District of Columbia 20423

Dear Mr. Bayne:

There are enclosed for recording, pursuant to the provisions of Title 49, United States Code, Section 11303, the original and two counterparts (or two certified copies) of a form of Bill of Sale selling railroad hopper cars to Reynolds Metals Company by Lease Capital, Inc.

In connection with the recording of the above document please note the following information:

1. Name and address of Seller: Lease Capital, Inc., 2655 Campus Drive, Suite 200, San Mateo, California 94403;
2. Name and address of Buyer: Reynolds Aluminum Reynolds Metals Company, Richmond, Virginia 23261; *Buyer*
3. General description of equipment covered by Documents:

400 used 100-ton 4,000 cubic foot capacity aluminum covered railroad hopper cars (AAR mechanical designation-LO)

Marked: Southern Railway Company

Symbols and numbers:

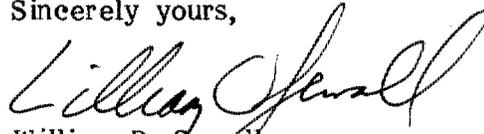
<u>Schedule A-1</u>	6365-6425, 6615-6653.
<u>Schedule A-2</u>	6426-6456 inclusive, 6458-6466 inclusive, 6468-6483 inclusive, 6485-6487 inclusive, 6489-6494 inclusive, 6496-6504 inclusive, 6506-6510 inclusive, 6512-6517 inclusive, 6521-6522 inclusive, 6654-6666 inclusive.
<u>Schedule A-3</u>	6457, 6467, 6484, 6488, 6495, 6505, 6511, 6518-6520, 6523-6612.
<u>Schedule A-4</u>	6613-6614, 6667-6764.

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I am also enclosing a check in the amount of \$50 made out to the Interstate Commerce Commission as the filing fee for these documents.

When the recording of the Bill of Sale has been completed, will you kindly endorse, with the pertinent recording information, all executed counterparts (or certified copies) thereof which are presented to you by our representative herewith, and return the remainder of same to her.

Sincerely yours,



William D. Sewall
Vice President

WDS/nji
Enclosure

cc: Mr. James J. Wright
John Doyle, Esq.
Reynolds Aluminum

.23F

BILL OF SALE

14593

REGISTRATION NO. Filed 1425

MAR 13 1985 11 02 AM

INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS:

That Lease Capital, Inc., a Massachusetts corporation (hereinafter called "Seller"), in consideration of the sum of one dollar (\$1.00), the receipt whereof is hereby acknowledged, in hand paid by Reynolds Metals Company (hereinafter called "Buyer"), does hereby GRANT, BARGAIN, SELL, CONVEY, TRANSFER AND DELIVER unto Buyer on an as-is, where-is basis, without warranties of any kind whatsoever, all of its right, title and interest in the following described equipment:

The equipment described in Schedules "A-1 through A-4" hereto.

TO HAVE AND TO HOLD the said equipment unto the Buyer, its successors and assigns forever.

IN WITNESS WHEREOF Seller has caused these presents to be executed by its duly authorized officer, and its corporate seal to be affixed this 4th day of October, 1984.

LEASE CAPITAL, INC., Seller

By *Lilla Spill*

SCHEDULE A-1

<u>Type</u>	<u>Quantity</u>	<u>AAR Mechanical Description</u>	<u>Marked</u>	<u>Numbered</u>
100 ton, 4,000 cubic foot capacity, aluminum covered railroad hopper cars	100	LO	Southern Railway Company	6365-6425, 6615-6653.

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SCHEDULE A-2

<u>Type</u>	<u>Quantity</u>	<u>AAR Mechanical Description</u>	<u>Marked</u>	<u>Numbered</u>
100 ton, 4,000 cubic foot capacity, aluminum covered railroad hopper cars	100	LO	Southern Railway Company	6426-6456 inclusive 6458-6466 inclusive 6468-6483 inclusive 6485-6487 inclusive 6489-6494 inclusive 6496-6504 inclusive 6506-6510 inclusive 6512-6517 inclusive 6521-6522 inclusive 6654-6666 inclusive

SCHEDULE A-3

<u>Type</u>	<u>Quantity</u>	<u>AAR Mechanical Description</u>	<u>Marked</u>	<u>Numbered</u>
100 ton, 4,000 cubic foot capacity, aluminum covered railroad hopper cars	100	LO	Southern Railway Company	6457, 6467, 6484, 6488, 6495, 6505, 6511, 6518-6520, 6523-6612.

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SCHEDULE A-4

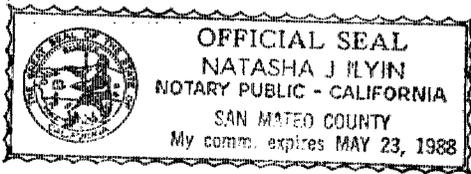
<u>Type</u>	<u>Quantity</u>	<u>AAR Mechanical Description</u>	<u>Marked</u>	<u>Numbered</u>
100 ton, 4,000 cubic foot capacity, aluminum covered railroad hopper cars	100	LO	Southern Railway Company	6613-6614, 6667-6764.

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Corporate Form of Acknowledgement

STATE OF CALIFORNIA)
COUNTY OF SAN MATEO) SS:

On this 4th day of October, 1984, before me personally appeared William D. Sewall, to me personally known, who being by me duly sworn, says that he is a Vice President of Lease Capital, 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 that he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Natasha J. Ilyin
Signature of notary public