

Rec. No. 65-3-F

LAW OFFICES

ALVORD AND ALVORD

200 WORLD CENTER BUILDING
918 SIXTEENTH STREET, N.W.
WASHINGTON, D. C.
20006-2973

OF COUNSEL
JESS LARSON
JOHN L. INGOLDSBY
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CABLE ADDRESS
"ALVORD"

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD
ALBERT H. GREENE
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JOHN H. DOYLE
MILTON C. GRACE*
GEORGE JOHN KETO**
RICHARD N. BAGENSTOS

* NOT A MEMBER OF D. C. BAR
** ALSO A MEMBER OF OHIO BAR

January 10, 1984

RECORDATION NO. 6563-F

JAN 10 1984

INTERSTATE COMMERCE COMMISSION

4-0001120

Mr. James H. Bayne
Secretary
Interstate Commerce Commission
Washington, D.C.

JAN 10 1984

Dear Mr. Bayne:

10.00

Enclosed for recordation pursuant to the provisions of 49 U.S.C. §11303 are the original and one copy of a Transfer Agreement and Assignment of Lease of Railroad Equipment and Conditional Sale Agreement dated December 29, 1983, a "secondary document" as that term is defined in the Commission's Rules for the Recordation of Documents.

The enclosed document relates to a Conditional Sale Agreement dated as of April 1, 1972 among The Chessie Corporation, Vendor, The Baltimore and Ohio Railroad Company, Guarantor (Lessee) and First American National Bank of Nashville, a national banking association, Vendee; and Agreement and Assignment dated as of April 1, 1972 between The Chessie Corporation, Builder, and The First Pennsylvania Banking and Trust Company, as Agent, which were duly filed and recorded at 2:45 p.m. on April 19, 1972 and assigned Recordation Number 6563; Lease of Railroad Equipment dated as of April 1, 1972 between First American National Bank of Nashville, Lessor, and The Baltimore and Ohio Railroad Company, Lessee, which was duly filed and recorded at 2:45 p.m. on April 19, 1972 and assigned Recordation Number 6563-A.

A general description of the railroad equipment covered by the enclosed document is set forth in Schedule A attached hereto and made a part hereof.

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

Assignor: First American National Bank of
Nashville, a national banking association
First American Center
Nashville, Tennessee 37237

Checklist - C.T. Noylan

Mr. James H. Bayne
Secretary
Interstate Commerce Commission
January 10, 1983
Page Two

Assignee: GATX Leasing Corporation
Four Embarcadero Center
Suite 2200
San Francisco, California 94111

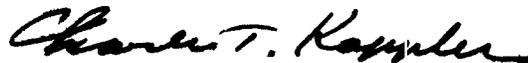
Kindly return a stamped copy of the enclosed document to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

Also enclosed is a check in the amount of \$10 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

A short summary of the enclosed secondary document to appear in the Commission's Index is as follows:

Transfer Agreement and Assignment of Lease of Railroad Equipment and Conditional Sale Agreement dated December 29, 1983 by First American National Bank of Nashville, a national banking association, Assignor, to GATX Leasing Corporation, Assignee, covering seven hundred ninety-five (795) 100-ton gondola cars bearing identify-mark and numbers in the series BO 371000 to 371799.

Very truly yours,


Charles T. Kappler

SCHEDULE A

(to Transfer Agreement and Assignment/Bill of Sale dated December 29, 1983)

<u>Manufacturer</u>	<u>Type</u>	<u>Quantity</u>	<u>Lessee's Road Numbers (Inclusive)</u>	<u>AAR Mechanical Designation</u>	<u>Identifying Marks</u>
The Chessie Corporation	100-ton 52' 6" mill type Gondola cars	795	371000 to 371799*		The First Pennsylvania Banking and Trust Company, as Agent, Security Owner

* NOTE: Road Numbers 371143, 371359, 371793, 371360 and 371707 not included.

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

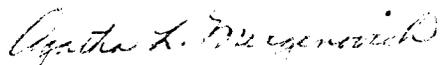
Charles T. Kappler, Esq.
Alvord and Alvord
200 World Center Building
918 Sixteenth St. N. W.
Washington, D. C. 20006-2973

January 10, 1984

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 1/10/84 at 11:05AM and assigned re-
recording number(s) 6563-F

Sincerely yours,


Agatha L. Mergenovich
Secretary

Enclosure(s)

TRANSFER AGREEMENT AND ASSIGNMENT OF
LEASE OF RAILROAD EQUIPMENT
AND CONDITIONAL SALE AGREEMENT

REGISTRATION NO. 1563-F
JAN 10 1984
INDEBTED COMMERCE COMMISSION

This AGREEMENT AND ASSIGNMENT made December 29, 1983, by FIRST AMERICAN NATIONAL BANK OF NASHVILLE, a national banking association ("Assignor") to GATX LEASING CORPORATION, a Delaware corporation ("Assignee").

ASSIGNOR, for valuable consideration, receipt of which is hereby acknowledged, hereby sells, grants, assigns, transfers and sets over to the ASSIGNEE, all of ASSIGNOR's right, title and interest in that certain (1) Lease of Railroad Equipment dated as of April 1, 1972, between Assignor, as lessor, and The Baltimore and Ohio Railroad Company, as Lessee (the "Lease"), and (2) Conditional Sale Agreement dated as of April 1, 1972, among THE FIRST PENNSYLVANIA BANKING AND TRUST COMPANY, as Agent ("Vendor") as successor by assignment from THE CHESSIE CORPORATION, Assignor and Lessee (the "Conditional Sale Agreement"), together with and including, without limitation, all of ASSIGNOR's rights, title, interest and benefits in all covenants, warranties, indemnities, and other agreements therein or relating to said Lease and Conditional Sale Agreement, and any and all rentals or other proceeds due or to become due and payable thereunder, and all rights in and to the Equipment subject to such Lease and Conditional Sale Agreement more particularly described in Schedule A hereto; provided, however, that the parties hereto expressly acknowledge and agree that the within assignment is made expressly subject in all respects to the rights and remedies of the Vendor under the Conditional Sale Agreement.

Assignor represents and warrants that neither the Lease nor the Conditional Sale Agreement have been amended, modified, or changed in any manner whatsoever by or on behalf of Assignor or as a result of any of Assignor's actions, and to the best of Assignor's knowledge, through no side letter or other agreement has Lessee or any other person or entity been granted the right to terminate the Lease or vary the terms thereof, or obtain any different purchase or renewal rights under the Lease, or any other rights under the Lease or Conditional Sale Agreement in any way different therefrom as originally executed, and Assignor does hereby agree to indemnify Assignee against, and hold Assignee harmless from,

any and all liabilities, claims, suits, obligations, taxes, liens, encumbrances, security interest, penalties, costs, and other expenses (including reasonable attorney's fees) of every kind resulting therefrom.

IN WITNESS WHEREOF, ASSIGNOR and ASSIGNEE have caused this instrument to be duly executed on the day and year first above written.

FIRST AMERICAN NATIONAL BANK
OF NASHVILLE

By *M Jack Vannatta*
Title: *SVP / Controller*

(Corporate Seal)

ATTEST:

Orville H. Leever
~~Secretary~~ *Counsel*

0558S

STATE OF TENNESSEE

)

COUNTY OF

)

ss.:

)

On this 28th day of December, 1983, before me personally appeared M. Jack Vanatta, to me personally known, who, being by me duly sworn, says that he is a Senior Vice President of FIRST AMERICAN NATIONAL BANK OF NASHVILLE, that one of the seals affixed to the foregoing instrument is the corporate seal of the 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.

Katherine C. Orrand
Notary Public

My Commission Expires Oct. 19, 1986

(Notarial Seal)

SCHEDULE A

(to Transfer Agreement and Assignment/Bill of Sale dated December 29, 1983)

<u>Manufacturer</u>	<u>Type</u>	<u>Quantity</u>	<u>Lessee's Road Numbers (Inclusive)</u>	<u>AAR Mechanical Designation</u>	<u>Identifying Marks</u>
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