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*agreement*  
14758/B

*Bill of Sale*  
14758

JUL 30 1985 -4 12 PM

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INTERSTATE COMMERCE COMMISSION

July 30, 1985

INTERSTATE COMMERCE COMMISSION

14758/B  
REGISTRATION NO. Filed 1428

JUL 30 1985 -4 12 PM

INTERSTATE COMMERCE COMMISSION

Mr. James H. Bayne  
Office of the Secretary  
Recordation Office  
Interstate Commerce Commission  
12th Street and Constitution  
Avenue, N.W.  
Washington, D.C. 20423

*Loan and Security Agreement*

No. 5-211A111  
Date JUL 30 1985  
Fee \$ 30.00

ICC Washington, D.C.

ICC OFFICE OF THE SECRETARY  
JUL 30 4 05 PM '85  
MOTOR OPERATING UNIT

Re: Philrock Corporation; Temco Leasing Company; Commercial National Bank of Chicago; Temco Corporation

Dear Mr. Bayne:

In accordance with the provisions of Section 11303 of the Revised Interstate Commerce Act, 49 U.S.C. §11303, and Part 1177 of Title 49 of the Code of Federal Regulations, we request, as special counsel for Temco Leasing Company, that the enclosed documents be recorded and filed with the Interstate Commerce Commission.

You will find enclosed herewith the original and two (2) copies of three (3) documents:

1. Bill of Sale, dated July 29, 1985, by and between Philrock Corporation, as Seller, and Temco Leasing Company;
2. Loan and Security Agreement, dated as of July 26, 1985, by and between Temco Leasing Company and Commercial National Bank of Chicago; and

*Copy of record*  
*Quelley*

Mr. James H. Bayne  
July 30, 1985  
Page 2

3. Assignment, dated July 26, 1985, by and between Temco Corporation and Temco Leasing Company.

The Bill of Sale, dated July 29, 1985, is intended to memorialize the sale by Philrock Corporation, as Seller, to Temco Leasing Company, as Purchaser, of One Hundred Ninety-Seven (197) railroad cars more specifically described in Schedule I attached thereto less and except railroad cars described on Schedule II attached thereto.

The only party executing this Bill of Sale is:

Philrock Corporation  
c/o Bankers Trust Co.  
280 Park Avenue  
New York, N.Y.  
Attention: Equipment Leasing Group

The Loan and Security Agreement, dated as of July 26, 1985, by and between Temco Leasing Company and Commercial National Bank of Chicago, is intended to effectuate the granting by Temco Leasing Company of a lien on and security interest in certain railroad tank cars, more specifically identified in Schedule I thereto.

The parties executing this document are:

Temco Leasing Company  
100 East Scranton Avenue  
Lake Bluff, Illinois 60044  
Attention: Mr. Bruce H. Borland

and

Commercial National Bank of Chicago  
4800 North Western Avenue  
Chicago, Illinois 60625  
Attention: Mr. Burton N. Noah

Mr. James H. Bayne  
July 30, 1985  
Page 3

The Assignment, dated as of July 26, 1985, by and between Temco Leasing Company and Temco Corporation, is intended to effectuate an assignment by Temco Corporation of its entire legal and beneficial interest in certain leases to Temco Leasing Company.

The parties to this Assignment are:

Temco Leasing Company  
100 East Scranton Avenue  
Lake Bluff, Illinois 60044  
Attention: Mr. Bruce H. Borland

and

Temco Corporation  
100 East Scranton Avenue  
Lake Bluff, Illinois 60044  
Attention: Mr. Bruce H. Borland

You will also find enclosed herewith a check made payable to the Interstate Commerce Commission in the amount of Thirty Dollars (\$30.00), which sum is intended as full and final payment for the filing fees to be incurred in connection herewith.

Would you please stamp, as filed, the enclosed copies and return the enclosed copies, as stamped, to our office at your earliest possible convenience.

Thank you for your assistance in this matter.

Sincerely yours,

JACKSON & CAMPBELL, P.C.

By:

  
David H. Cox

DHC/lg

Enclosures As Stated