

REGISTRATION NO. 14878  
Filed 1425

JAN 9 1986 - 2 40 PM  
INTERSTATE COMMERCE COMMISSION

BILL OF SALE

**DUPLICATE**

Dollar Bank, Federal Savings Bank, hereinafter referred to as "Dollar Bank," in consideration of the sum of Six Hundred Thirty Thousand (\$630,000) Dollars and other good and valuable consideration paid, at or before the execution and delivery of these presents, by Birch Leasing Corporation, hereinafter referred to as "Birch," the receipt of which consideration is hereby acknowledged, does hereby grant, bargain, sell, transfer and set over unto Birch, its successors and assigns, Dollar Bank's title in the following items of railroad equipment, hereinafter referred to as "Equipment:"

<u>Description</u>	<u>Number of Items</u>	<u>Identifying Numbers</u>
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As shown on Exhibit A attached hereto and made a part hereof.

To have and to hold such Equipment to Birch, its successors and assigns, for its and their own use and benefit, forever.

Dollar Bank hereby warrants to Birch and its respective successors and assigns, that at the time of delivery of such Equipment under a Purchase Agreement dated as of December 31, 1985, between Dollar Bank and Birch, Dollar Bank had legal title thereto and good and lawful right to sell such Equipment in the ordinary course of its business and Dollar Bank conveyed good and marketable title to the Equipment free of all claims, liens, security interests and other encumbrances, and Dollar Bank covenants that it will defend the title to such Equipment against the demands of all persons whomsoever based on claims originating prior to delivery of such Equipment by Dollar Bank under the Purchase Agreement arising as a result of acts or claims against Dollar Bank.

IN WITNESS WHEREOF, Dollar Bank has caused this Bill of Sale to be executed in its name by a duly authorized officer, and its corporate seal to be hereunto affixed and duly attested as of the 31st day of December, 1985.

ATTEST:  
(Seal)

Betty J. Strain  
Secretary

DOLLAR BANK,  
Federal Savings Bank

By: Paul Turner

Title: Vice President

AFFIDAVIT

STATE OF Pennsylvania )  
 )  
COUNTY OF Allegheny )

On this 31st day of December, 1985, before me personally appeared Robert Tommasone, to me personally known, who being by me duly sworn, says that he is a Vice President of Dollar Bank, Federal Savings Bank, 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 he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Sandra M. Wise  
Notary Public

My Commission Expires

SANDRA M. WISE, NOTARY PUBLIC  
PITTSBURGH, ALLEGHENY COUNTY  
MY COMMISSION EXPIRES FEB. 20, 1989  
Member, Pennsylvania Association of Notaries

Schedule 1

<u>Description</u>	<u>Number of Items</u>	<u>Identifying Numbers</u>
Fifty-foot, 70-ton General Service Boxcars	96	LRWN 62000-62029 SBD 140490-140536 140553-140568 140816 ICG 501598-501599