

The Penn Central Corporation

1700 Market Street, IVB Building,
Philadelphia, Pa. 19103
Telephone (215) 972-3000



11853
RECORDATION NO. Filed 1425

May 12, 1980

MAY 28 1980 - 11 10 AM

INTERSTATE COMMERCE COMMISSION

Mrs. Mildred Lee
Rm. 2303, Recordation
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

0-149A062

006459

No.

Date MAY 28 1980

Fee \$ 50.00

ICC Washington, D. C.

Dear Mrs. Lee:

Enclosed for filing with the Commission pursuant to the provisions of §11303 of the Interstate Commerce Act, 49 U.S.C. §11303, is a notarized original and notarized copy of a Bill of Sale relating to the conveyance of certain rolling stock from First National Bank of Chicago, formerly agent under a certain Equipment Agreement dated June 15, 1959, and General Car Leasing Company.

The parties to the Bill of Sale are:

First National Bank of Chicago
One First National Plaza
Chicago, Illinois 60670

General Car Leasing Company
Wilmington Tower
1105 North Market Street
Wilmington, Delaware 19801

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I.C.C.
FEE OPERATION BR.

There is also attached, to cover the costs of filing, a check in the amount of \$50. made payable to the Interstate Commerce Commission. If you have any questions about this matter or require further information, you may reach me at (215) 972-3112.

Very truly yours,

Terrence M. Quirin
Terrence M. Quirin

Attchs.

Interstate Commerce Commission
Washington, D.C. 20423

5/30/80

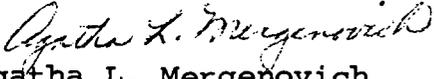
OFFICE OF THE SECRETARY

Terrence M. Quirin
The Penn Central Corporation
1700 Market St., IVB Building
Philadelphia, PA. 19103

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 **5/28/80** at **11:10am**, and assigned re-
recording number(s). **11853**

Sincerely yours,


Agatha L. Mergenovich
Secretary

Enclosure(s)

11853

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INTERSTATE COMMERCE COMMISSION

BILL OF SALE

THIS BILL OF SALE IS MADE

BY AND BETWEEN

FIRST NATIONAL BANK OF CHICAGO (FIRST NATIONAL)

AS AGENT WHOSE ADDRESS IS

ONE FIRST NATIONAL PLAZA

Chicago, Illinois 60670

AND

GENERAL CAR LEASING COMPANY

a corporation organized and existing under the laws of the

State of Delaware whose address is

Wilmington Tower

1105 North Market Street

Wilmington, Delaware 19801

WHEREAS, First National as Agent and General American Transporta-
tion Company as Seller entered into an Equipment Agreement, dated
June 15, 1959, with General Car Leasing Company as Buyer covering
the purchase of 1700 gondola cars, and

WHEREAS, Equipment Notes, Series A and Series B, were issued
under the Equipment Agreement in respect of the Conditional Sale
Indebtedness and were payable upon maturity, with interest payable
semiannually on each May 1 and November 1 until maturity, and

WHEREAS, on November 1, 1979 the final installment due under
the Equipment Agreement was made and all of the Equipment Notes
have been paid in full and all other obligations of Buyer under
the Equipment Agreement have been performed, and

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WHEREAS, Section 6.02 of the Equipment Agreement provides in pertinent part that upon performance by the Buyer of all of its obligations under the Equipment Agreement and the payment in full of the Notes, title to and property in the Equipment shall pass to and vest in the Buyer free of all liens and encumbrances and the Agent shall, upon request, execute a bill of sale transferring title to ⁰⁰⁶⁴⁵⁹ such equipment to the Buyer, and

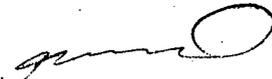
WHEREAS, Section 6.03 of the Equipment Agreement provides in pertinent part when title to the Equipment shall have passed to and become vested in the Buyer the Agent shall cease to have any interest in the Lease and the Buyer shall succeed to all the right, title and interest of the Agent therein,

NOW THEREFORE, First National, as Agent, hereby transfers, assigns, sells and conveys to General, all of First National's rights, title and interest in, under and to the units of rolling stock and Equipment listed on Exhibit 1 which is attached hereto and incorporated herein, to have and to hold the aforesaid units of rolling stock and equipment to its proper use and benefit, forever, free and clear of any liens or encumbrances created by the Equipment Agreement.

IN WITNESS WHEREOF, First National has caused this Bill of Sale to be executed this 23^d day of April, 1980.

The First National Bank of Chicago

By


A. R. MENARD
VICE PRESIDENT

(SEAL)

