

WITKOWSKI, WEINER, McCAFFREY AND BRODSKY, P. C. 12643  
ATTORNEYS AT LAW

12643 C SUITE 350

SANFORD A. WITKOWSKI  
HARVEY E. WEINER  
R. LAWRENCE McCAFFREY, JR.  
JAMES A. BRODSKY  
D. EDWIN SCHMELZER  
WASHINGTON, D. C. 20005  
RICHARD I. PEYSTER  
PETER A. GILBERTSON

DEC 22 1980 - 3 35 PM

INTERSTATE COMMERCE COMMISSION  
COUNSEL

DEC 22 1980 - 3 35 PM

INTERSTATE COMMERCE COMMISSION (202) 628-2000

9-3574108

\*ADMITTED IN MN. ONLY

December 22, 1980

12643 No. A  
RECORDATION NO. 12643  
Date DEC 22 1980  
Fee \$ 110.00  
Washington, D. C.

Ms. Agatha L. Mergenovich  
Secretary  
Interstate Commerce Commission  
12th Street & Constitution Avenue, N.W.  
Washington, D.C. 20423

DEC 22 1980 - 3 35 PM

INTERSTATE COMMERCE COMMISSION

12643 B

Re: Recordation of Documents:  
Chattel Mortgage and Security  
Agreement; Bill of Sale;  
Assignment of Agreement and  
Consent

DEC 22 1980 - 3 35 PM

INTERSTATE COMMERCE COMMISSION

Dear Ms. Mergenovich:

Please find enclosed for recordation pursuant to  
49 U.S.C. 11303 two counterpart copies of:

(1) CHATTEL MORTGAGE AND SECURITY  
AGREEMENT dated December 22, 1980, made  
and given by Western Rail Leasing  
Corporation ("Mortgagor") to Greycas,  
Inc. ("Mortgagee");

(2) BILL OF SALE, dated December 10, 22  
1980, from North American Car Corpora-  
tion ("Vendor") to Western Rail Leasing  
Corporation ("Vendee");

(3) ASSIGNMENT OF AGREEMENT, entered  
into as of October 16, 1980, by Western  
Rail Leasing Corporation ("Assignor")  
to Greycas, Inc. ("Assignee") with  
Exhibits A and B attached; and

(4) CONSENT, by Mo-Kan Grain, Inc.  
("Lessee"), dated as of December 10,  
1980.

DEC 22 3 33 PM '80  
BOOKET FILES  
BRANCH

*Vertical handwritten notes on the left margin:*  
Peter A. Miller  
Quoted

PAC

Ms. Agatha L. Mergenovich

-2-

December 22, 1980

The names and addresses of the parties to this transaction are as follows:

Mortgagor, Assignor, Lessor and Vendee

Western Rail Leasing Corporation  
P.O. Box 4534  
Walnut Creek, California 94549

Mortgagee and Assignee

Greycas, Inc.  
Greyhound Tower  
Phoenix, Arizona 85077

Vendor

North American Car Corporation  
222 South Riverside Plaza  
Chicago, Illinois 60606

Lessee

Mo-Kan Grain, Inc.  
P.O. Box 1388  
Salina, Kansas 67401

The equipment that is the subject of this transaction is described as follows:

Fifty (50) used (built in December, 1972) 4750 cubic ft. covered hopper cars (AAR mech. desig. LO), and listed in the Official Railway Equipment Register as WRTX 3011 - WRTX 3060 inclusive.

This equipment was previously the subject of an Indenture of Mortgage and Deed of Trust between North American Car Corporation and American National Bank & Trust Co. dated April 16, 1973, and recorded on June 13, 1973 at 3:10 p.m. as document number 7068, and was listed in the Official Railway Equipment Register as NAHX 50715-50721, 50723, 50725-50730, 50732-50738, 50740-50741, 50743-50744, 50746-50754, 50756-50769, and 50771-50772.

Ms. Agatha L. Mergenovich

-3-

December 22, 1980

Pursuant to 49 C.F.R. Part 1116, please stamp the documents described above with the date and hour of recordation, a recordation number and a notation to the effect that it has been filed pursuant to the provisions of section 11303 of the Title 49, United States Code. After performing these tasks, please retain one copy of these documents in the Commission's files and return the other to the delivering agent of:

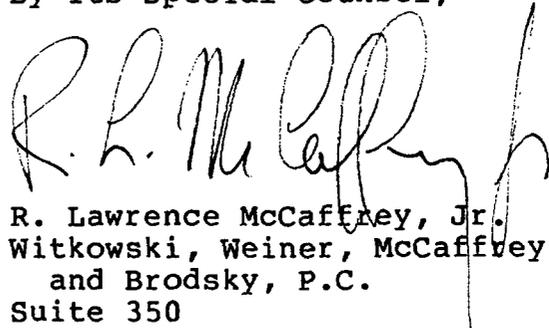
Witkowski, Weiner, McCaffrey and Brodsky, PC  
1575 Eye Street NW, Suite 350  
Washington, DC 20005

Enclosed is a check drawn to the order of the Interstate Commerce Commission for filing fees.

Your cooperation is appreciated.

Greycas, Inc.

By its Special Counsel,



R. Lawrence McCaffrey, Jr.  
Witkowski, Weiner, McCaffrey  
and Brodsky, P.C.  
Suite 350  
1575 Eye Street, N.W.  
Washington, DC 20005

B I L L O F S A L E DEC 22 1980 -3 35 PM

INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS, That North American Car Corporation, a Delaware corporation, with its principal place of business at 222 South Riverside Plaza, Chicago, Illinois (hereinafter called "Seller"), for and in consideration of the sum of \$1,080,000.00 in full payment for the equipment hereinafter specified, the receipt whereof is hereby acknowledged, has granted, bargained, sold and by these presents does grant, bargain, sell, convey and deliver to Western Rail Leasing Corporation, P.O. Box 4534, Walnut Creek, CA 94596 (hereinafter called "Purchaser"), its successors and assigns, the following described equipment, to wit:

- 50 used hopper cars -- NAHX 50715-50721, 50723,
- 50725-50730, 50732-50738, 50740-50741, 50743-50744,
- 50746-50754, 50756-50769, 50771-50772

TO HAVE AND TO HOLD the said equipment unto the said Purchaser, its successors and assigns, to and for its own use, forever.

It is understood and agreed that the sale of said cars is on an "AS IS" and "WHERE IS" basis, and North American neither assumes nor authorizes any person to assume for it any liability of any kind whatsoever in connection with such sale. It is further understood and agreed that North American shall not be liable for an indirect or consequential damages of any kind whatsoever.

Seller warrants to Purchaser, its successors and assigns, that at the time of delivery of said equipment Seller had legal title to said equipment and good and lawful right to grant, bargain, sell, convey and deliver as aforesaid and that title to said equipment was, as of the date of delivery of said equipment to Purchaser, free of all claims, liens and encumbrances whatsoever. SELLER MAKES NO WARRANTY OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE, AND THE FOREGOING WARRANTY IS EXPRESSLY IN LIEU OF ALL OTHER WARRANTIES, EXPRESSED OR IMPLIED.

IN WITNESS WHEREOF, Seller has caused its corporate seal to be hereto affixed and has caused these presents to be executed in its behalf by a duly authorized officer and attested by its Assistant Secretary, as of the 22 day of December, 1980.

NORTH AMERICAN CAR CORPORATION

ATTEST:

  
\_\_\_\_\_  
Assistant Secretary

By   
\_\_\_\_\_  
Vice President