

WITKOWSKI, WEINER, McCAFFREY AND BRODSKY, P. C.

ATTORNEYS AT LAW

SUITE 350

1575 EYE STREET, N. W.

WASHINGTON, D. C. 20005

SANFORD A. WITKOWSKI
HARVEY E. WEINER
R. LAWRENCE McCAFFREY, JR.
JAMES A. BRODSKY
D. EDWIN SCHMELZER

GEORGE J. LEIBOWITZ
COUNSEL

RICHARD I. PEYSTER
PETER A. GILBERTSON
FELICIA A. ALTMAYER
ARTHUR B. AXELSON

(202) 628-2000

RECORDATION NO. 13038 Filed 1425

13038/A
Filed 1425

APR 2 1981 - 2 50 PM

April 2, 1981

INTERSTATE COMMERCE COMMISSION

*ADMITTED IN MD. ONLY

APR 2 1981 - 2 50 PM

INTERSTATE COMMERCE COMMISSION

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

RECEIVED
APR 2 12 16 PM '81
I.C.C.
FEE OPERATION BR.

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

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 April 2, 1981, made and given by Harold A.
Whitbeck ("Mortgagor") to Greycas, Inc.
("Mortgagee"); and

(2) BILL OF SALE, dated as of December 29, 1980,
from North American Car Corporation ("Seller") to
Harold A. Whitbeck ("Purchaser").

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

Mortgagor and Purchaser

Harold A. Whitbeck
c/o RailCar America, Inc.
Two Embarcadero Center
San Francisco, California 94111

No.

APR 2 1981

Date.....

Fee \$ 60.00

ICC Washington, D. C.

Country Club
John A. Whitbeck

Mortgagee

Greycas, Inc.
Greyhound Tower
Phoenix, Arizona 85077

Seller

North American Car Corporation
33 West Monroe Street
Chicago, Illinois 60603

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

Five (5) used (built in 1972) 4750 cu. ft. covered hopper cars (AAR mech. design. LO), and listed in the Official Railway Equipment Register as WRTX 3064 - WTRX 3068, inclusive.

The equipment listed in the Official Railway Equipment Register as WRTX 3064, WRTX 3065 and WRTX 3066 was previously the subject of an Equipment Trust Agreement (Second 1972 Series) between North American Car Corporation and Harris Trust and Savings Bank, dated as of May 1, 1972, and recorded on May 12, 1972 at 10:35 a.m. as document number 6592, and was listed in the Official Railway Equipment Register as NAHX 49113, NAHX 49114 and NAHX 49116, respectively.

The equipment listed in the Official Railway Equipment Register as WRTX 3067 and WRTX 3068 was previously the subject of an Indenture of Mortgage and Deed of Trust between North American Car Corporation and Harris Trust and Savings Bank, dated as of November 1, 1972, and recorded on December 27, 1972, at 10:15 a.m. as document number 6843 and was listed in the Official Railway Equipment Register as NAHX 49125 and NAHX 49420, respectively.

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 Title 49 of the 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:

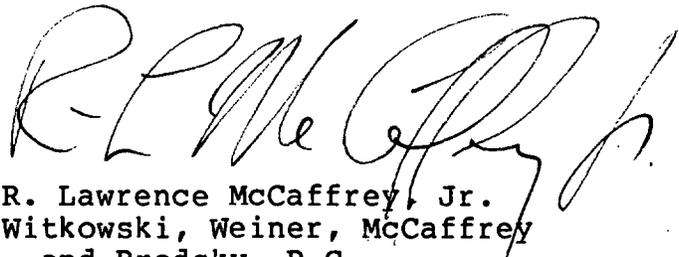
Witkowski, Weiner, McCaffrey and Brodsky, P.C.
1575 Eye Street NW, Suite 350
Washington, DC 20005

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

13038 A
RECORDATION NO. _____ Filed 1428

B I L L O F S A L E

APR 2 1981 - 12:50 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 33 West Monroe Street, Chicago, Illinois (hereinafter called "Seller"), for and in consideration of the sum of \$108,000, 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 H.A. Whitbeck, 2 Embarcadero Center, San Francisco, California 94111 (hereinafter called "Purchaser"), its successors and assigns, the following described equipment, to wit:

5 used hopper cars -- NAHX 49113, 49114, 49116
49125 and 49420

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 delivery 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 29th day of December, 1980.

NORTH AMERICAN CAR CORPORATION

ATTEST:


Assistant Secretary

By 
Vice President