

NEW NUMBERS
2/10

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1 5269

REGISTRATION NO. Filed 1985

JUL 22 1987 - 12 41 PM July 22, 1987

INTERSTATE COMMERCE COMMISSION

7-203A028

No. ~~7-203A028~~

Date JUL 22 1987

Fee \$ 10.00

ICC Washington, D.C.

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C.

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two fully executed copies of a Bill of Sale dated July 10, 1987, a primary document as defined in the Commission's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Purchaser: General Motors Corporation (Electro-Motive Division)
LaGrange, Illinois 60525

Seller: Norman C. Schultz
26515 Carmel Rancho Boulevard
Suite 201
Carmel, California 93923

A description of the railroad equipment covered by the enclosed document is set forth in Schedule A attached hereto and made a part hereof.

Also enclosed is a check in the amount of \$10 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Counterparts - C.T. Kappler

JUL 22 12 41 PM '87
MOTOR OPERATING UNIT
100 OFFICE OF THE SECRETARY

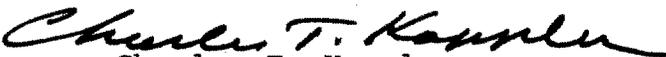
Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
July 22, 1987
Page Two

Kindly return a stamped copy of the enclosed document to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

A short summary of the enclosed primary document to appear in the Commission's Index is:

Bill of Sale dated July 10, 1987 between Norman C. Schultz, Seller, and General Motors Corporation (Electro-Motive Division), Purchaser, covering ten (10) SD40 locomotives, previously leased to Missouri Pacific Railroad Company and bearing MP mark and numbers, and currently bearing GATX mark and numbers.

Very truly yours,


Charles T. Kappler

Enclosures

SCHEDULE A

Ten (10) SD40 locomotives previously leased to the Missouri Pacific, and identified with the following road numbers: MP 3071, 3074, 3078, 3079, 3080, 3082, 3084, 3085, 3087, 3089; subsequently renumbered to GATX 5071, 5074, 5078, 5079, 5080, 5082, 5084, 5085, 5087, 5089.

Interstate Commerce Commission

Washington, D.C. 20423

OFFICE OF THE SECRETARY

7/22/87

Charles T. Kappler, Esq.
Alvord and Alvord
918 Sixteenth Street, N. W.
Washington, D. C. 20006

Dear

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/22/87 at 12:50 PM, and assigned recordation number(s). 15269

Sincerely yours,

Noreta R. McGee
Secretary

Enclosure(s)

SE-30
(7/79)

JUL 22 1987 - 12 30 PM

BILL OF SALE

INTERSTATE COMMERCE COMMISSION

For and in consideration of the sum of Ten Dollars (\$10.00) and other valuable consideration, the receipt and sufficiency of which is hereby acknowledged, NORMAN C. SCHULTZ, an individual (herein "Seller"), owner of the full legal and beneficial title of equipment described below (herein the "Equipment"):

Ten (10) SD40 locomotives previously leased to the Missouri Pacific, and identified with the following road numbers: MP 3071, 3074, 3078, 3079, 3080, 3082, 3084, 3085, 3087, 3089; subsequently renumbered to GATX 5071, 5074, 5078, 5079, 5080, 5082, 5084, 5085, 5087, 5089.

does hereby sell, grant, transfer and deliver all his right, title and interest in and to the equipment unto ELECTRO-MOTIVE DIVISION, GENERAL MOTORS CORPORATION (herein "Purchaser") and to its successors and assigns, to have and to hold said Equipment forever. The Equipment is sold "as is" and "where is" and the description of the Equipment is for the sole purpose of identifying it and is not part of the basis of the bargain.

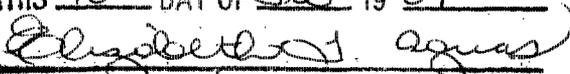
The Seller hereby warrants that the Seller is the owner and holder of, and has good title to, the Equipment, and hereby transfers to the Purchaser all of the Seller's right, title and interest in and to the Equipment, free and clear of all liens, charges and encumbrances, arising by virtue of acts or omissions of Seller. And Seller does for himself, his successors and assigns covenant and agree with Purchaser, its successors and assigns, to warrant and defend the sale of the Equipment unto Purchaser, its successors and assigns against all and every person and persons whomsoever lawfully claiming or laying claim to the same, by, through or under Seller or his predecessors in interest. SELLER MAKES NO OTHER WARRANTY WHATEVER WITH RESPECT TO TITLE.

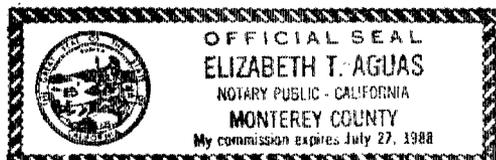
THE WARRANTY SET FORTH IN THE FOREGOING PARAGRAPH IS EXCLUSIVE AND IN LIEU OF ALL OTHER WARRANTIES OF SELLER, WHETHER WRITTEN, ORAL OR IMPLIED, AND SELLER SHALL NOT, BY VIRTUE OF HAVING SOLD THE EQUIPMENT HEREWITH, BE DEEMED TO HAVE MADE ANY REPRESENTATION OR WARRANTY AS TO THE MERCHANTABILITY, FITNESS, OPERABILITY, DESIGN OR CONDITION OF, OR AS TO THE QUALITY OF THE MATERIAL OR WORKMANSHIP IN, THE EQUIPMENT.

IN WITNESS WHEREOF, I have set my hand this 10 day of July, 1987.


NORMAN C. SCHULTZ

Witness:

SUBSCRIBED AND SWORN TO BEFORE ME
THIS 10 DAY OF July 19 87

NOTARY PUBLIC-CALIFORNIA



State of Illinois)
) SS.
County of C o o k)

I ROBERT W. KLEINMAN, a notary public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that Norman C. Schultz, personally known to me to be the same person whose name is subscribed in the foregoing instrument, appeared before me this day in person and acknowledged that he signed and delivered the said instrument as his free and voluntary act for the uses and purposes therein set forth.

Given under my hand and official seal this 13th day of July, 1987.



Robert W. Kleinman
Notary Public

Commission expires 6/25, 1991