

9-312A026

THE WORCESTER PLAN, INC.

2655 CAMPUS DRIVE, SUITE 200, SAN MATEO, CALIFORNIA 94403
EXECUTIVE OFFICES

AREA CODE 415
573-1200

November 7, 1989

10371-C
RECORDED FILED 165
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INTERSTATE COMMERCE COMMISSION

Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D.C. 20423

Attention: Ms. Mildred Lee, Room 2303

Re: Railroad Equipment Leasing Agreement, dated as of April 15, 1979, by and between
The Worcester Plan, Inc. and Amador Central Railroad.

Dear Ms. Lee:

Please find enclosed for recording, pursuant to the provisions of Title 49, United States Code, Section 11303, the following documents:

Three fully executed and notarized originals of a Bill of Sale, dated as November 1, 1989, by and between The Worcester Plan, Inc., as Seller, and Citicorp Railmark, Inc., as Buyer, relating to 70 70-ton XM Box Cars numbered AMC 1001-1075, excluding AMC 1024, 1031, 1042, 1055 and 1056 leased by Amador Central Railroad from The Worcester Plan, Inc., under the above referenced Leasing Agreement.

In connection with the recording of the Bill of Sale, please note the following information:

1. Name and address of Lessor/Debtor: The Worcester Plan, Inc., 2655 Campus Drive, Suite 200, San Mateo, California 94403.
2. Name and address of Lessee: Amador Central Railroad Company c/o Bendix Forest Products Corporation, 2740 Hyde Street, San Francisco, California 94119.
3. Name and address of Secured Party: State Mutual Life Assurance Company of America, 440 Lincoln Street, Worcester, Massachusetts 01605-1959.

NOTARIZED
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4. Previous filings with the Interstate Commerce Commission in connection herewith:

<u>Document</u>	<u>Recordation Date</u>	<u>Recordation Number</u>
Railroad Car Lease Agreement, dated as of April 15, 1979, by and between The Worcester Plan, Inc., as lessor and Amador Central Railroad Company, as lessee.	5/15/79	10371 ✓
Security Agreement, dated as of April 15, 1979, by and between The Worcester Plan, Inc., as debtor and State Mutual Life Assurance Company of America, as secured party.	6/12/79	10495
Notice of Release of Assignment, dated as of May 25, 1989, by State Mutual Life Assurance Company of America, releasing the security interest of State Mutual Life Assurance Company in the Railroad Car Lease Agreement.	6/12/89	10371-B
Notice of Release of Assignment, dated as of May 25, 1989, by State Mutual Life Assurance Company of America, releasing the security interest of State Mutual Life Assurance Company in the Security Agreement.	6/14/89	10495-A

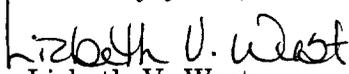
Enclosed is our check in the amount of \$15.00 to record the enclosed Bill of Sale. When the recording of this document has been completed, please endorse, with the relevant recording information, the enclosed copies provided herewith and return them in the enclosed self-addressed, stamped envelope.

If you require additional information or documentation to complete this filing, please feel free to contact me at (415) 571-8253.

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Thank you for your assistance in this matter.

Sincerely yours,


Lizbeth V. West
Paralegal

lw;2
Enclosure

cc: William D. Sewall, Esq.
Curt A. Schultz, Esq.

Interstate Commerce Commission
Washington, D.C. 20423

11/9/89

OFFICE OF THE SECRETARY

Lizabeth V. West
The Worcester Plan, Inc.
2655 Campus Drive Suite 200
San Mateo, Calif. 94403

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 11/8/89 at 2:55pm and assigned recordation number(s). *10371-C, 11767-AA, 74346-A*

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

BILL OF SALE

RECORDATION NO. 10371-C FILED 11/8/89

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INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS:

That The Worcester Plan, Inc., a Massachusetts corporation (hereinafter called "Seller") in consideration of the sum of One Dollar (\$1) and other good and valuable consideration, the receipt whereof is hereby acknowledged, in hand paid by Citicorp Railmark, Inc. (hereinafter called "Buyer"), does hereby GRANT, BARGAIN, SELL, CONVEY, TRANSFER AND DELIVER unto Buyer on an as-is, where-is basis, without warranties of any kind whatsoever, all of its right, title and interest in the equipment described in Schedule A attached hereto.

TO HAVE AND TO HOLD the said equipment unto the Buyer, its successors and assigns forever.

IN WITNESS WHEREOF Seller has caused these presents to be executed by its duly authorized officer, and its corporate seal to be affixed this 1st day of November, 1989.

THE WORCESTER PLAN, INC.,
Seller

By *William D. Sewall*
William D. Sewall
Senior Vice President-
Administration

Form Approved

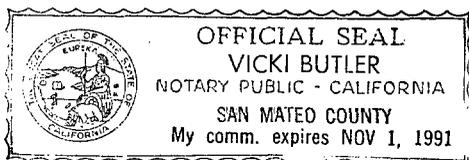
WDS
counsel

ACKNOWLEDGEMENT

STATE OF CALIFORNIA)
COUNTY OF SAN MATEO) ss.

BEFORE ME, on this day personally appeared William D. Sewall, known to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same as the act and deed of the Seller for the purposes and consideration therein expressed.

WITNESS MY HAND AND SEAL THIS 1ST day of November, 1989.



Vicki Butler
Notary Public

**SCHEDULE A
TO
BILL OF SALE**

**70 70-Ton XM Box Cars numbered AMC 1001 - 1075
excluding AMC 1024, 1031, 1042, 1055 and 1056**